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WITHOUT HIS POWERS, WHAT CHANCE DOES
SPIDEY HAVE AGAINST THE SCORPION?

POWERLESS
PART TWO

the AMAZING SPIDER-MAN

STOP IT!
YOU'RE
KILLING
HIM!

BACKED BY THE
BLACK CAT!

THAT'S THE
WHOLE IDEA!



ERIK
LARSEN
AL GORDON

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee
PRESENTS: **THE AMAZING SPIDER-MAN®**
THE JONAH TRADE!

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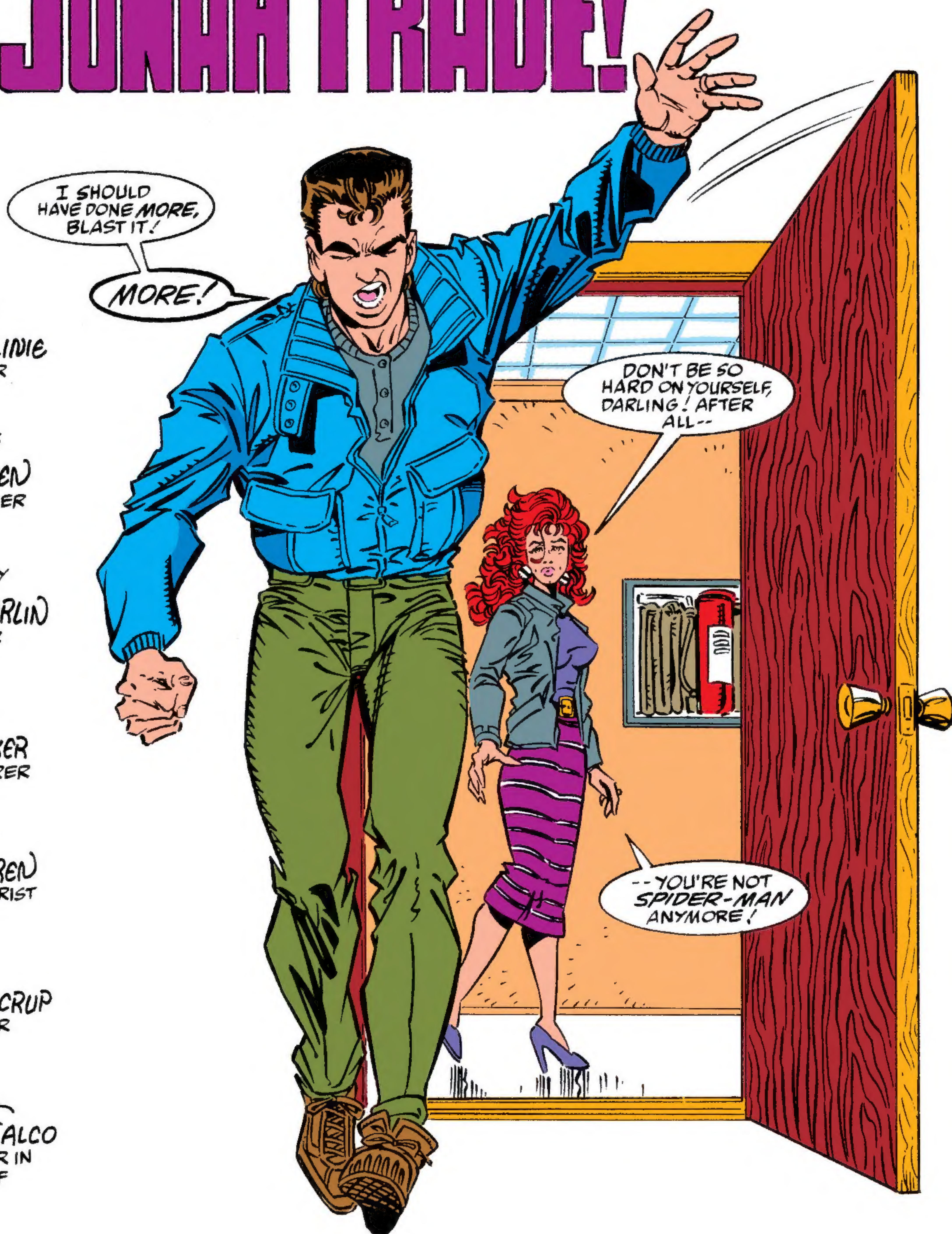
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I KNOW, MARY JANE!
BUT JUST BECAUSE I **GAVE UP** MY SPIDER POWERS,
THAT DOESN'T MAKE IT
ANY EASIER TO TURN
MY BACK--



"-- WHEN PEOPLE NEED **HELP!**"

STRANGE MOVIE. THOUGH
I DID LIKE THE BIT WHERE--

DON'T!
P- PLEASE--



POONF!

WHAT'LL IT BE, POPS?
YER MONEY--

-- OR YER
WIFE?



STAY
HERE!

I'VE GOT
TO--

NO!
W-WITH-
OUT
YOUR
POWERS--!



MAYBE I DON'T
NEED THEM! ALL THAT
WEB SWINGING'S HONED
MY REFLEXES, MY
SPEED!

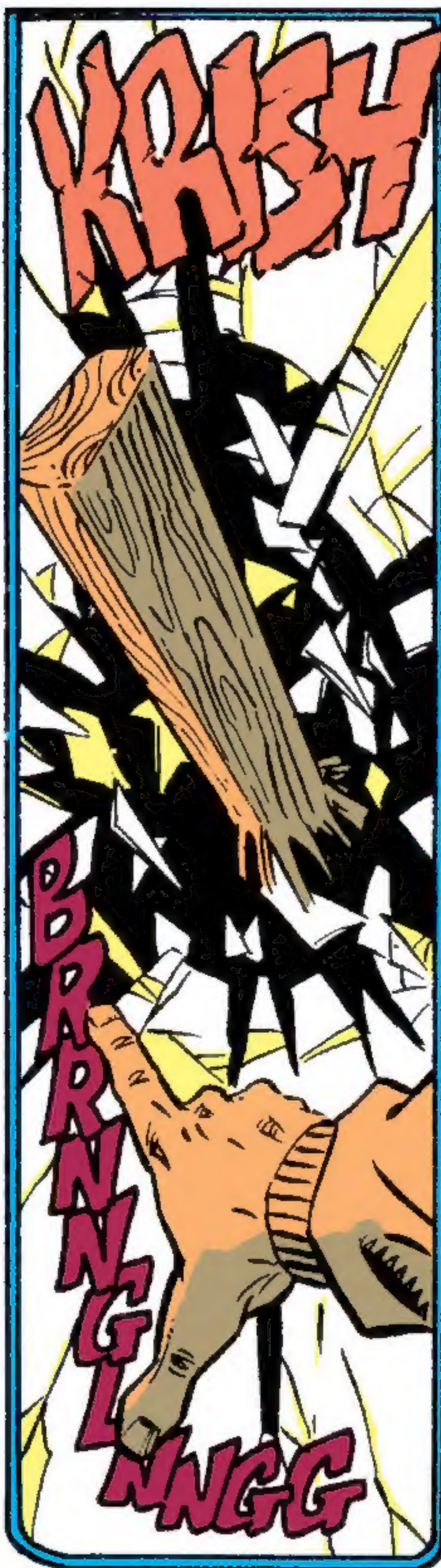
WITH A
LITTLE
LUCK--

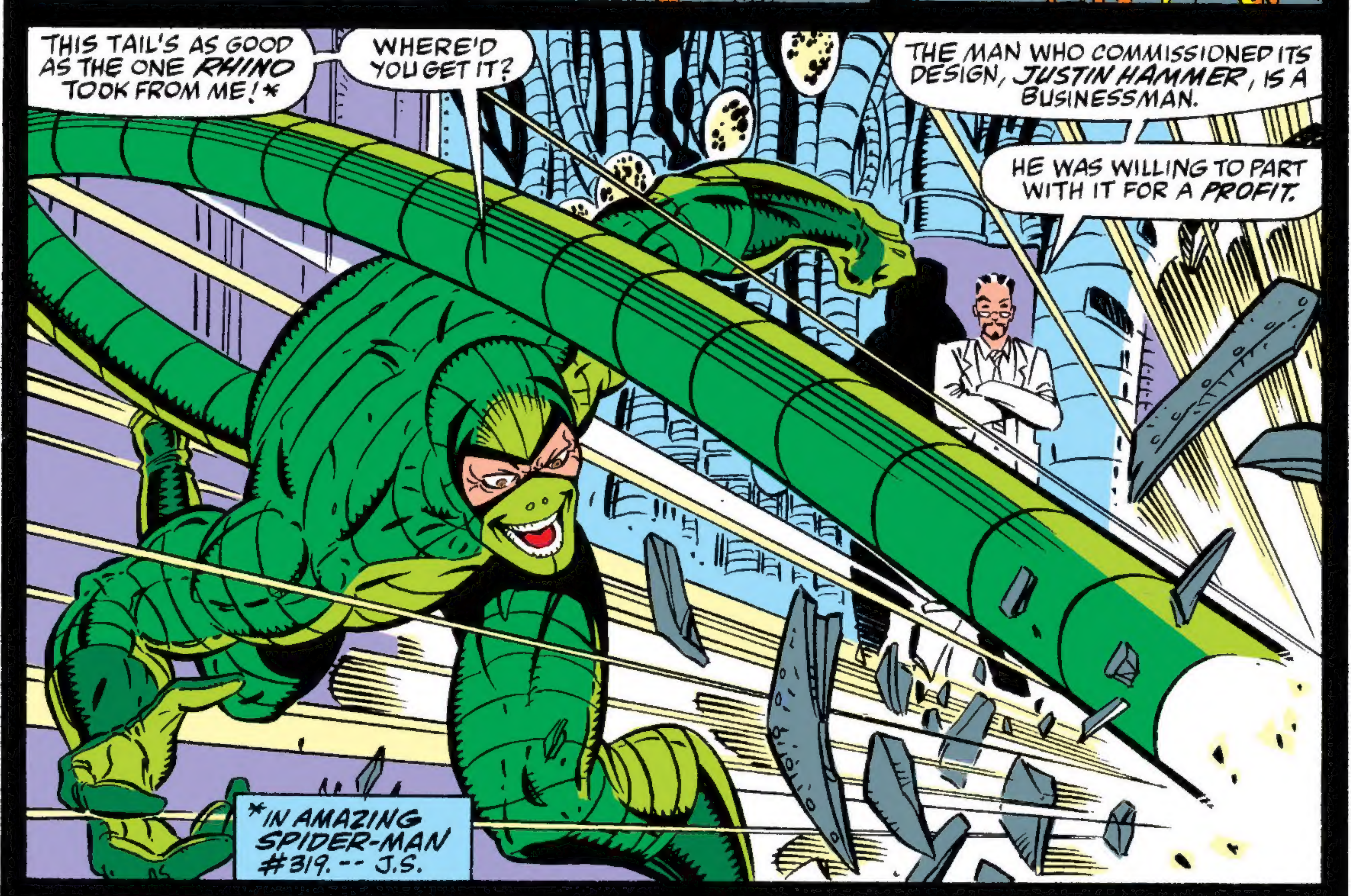
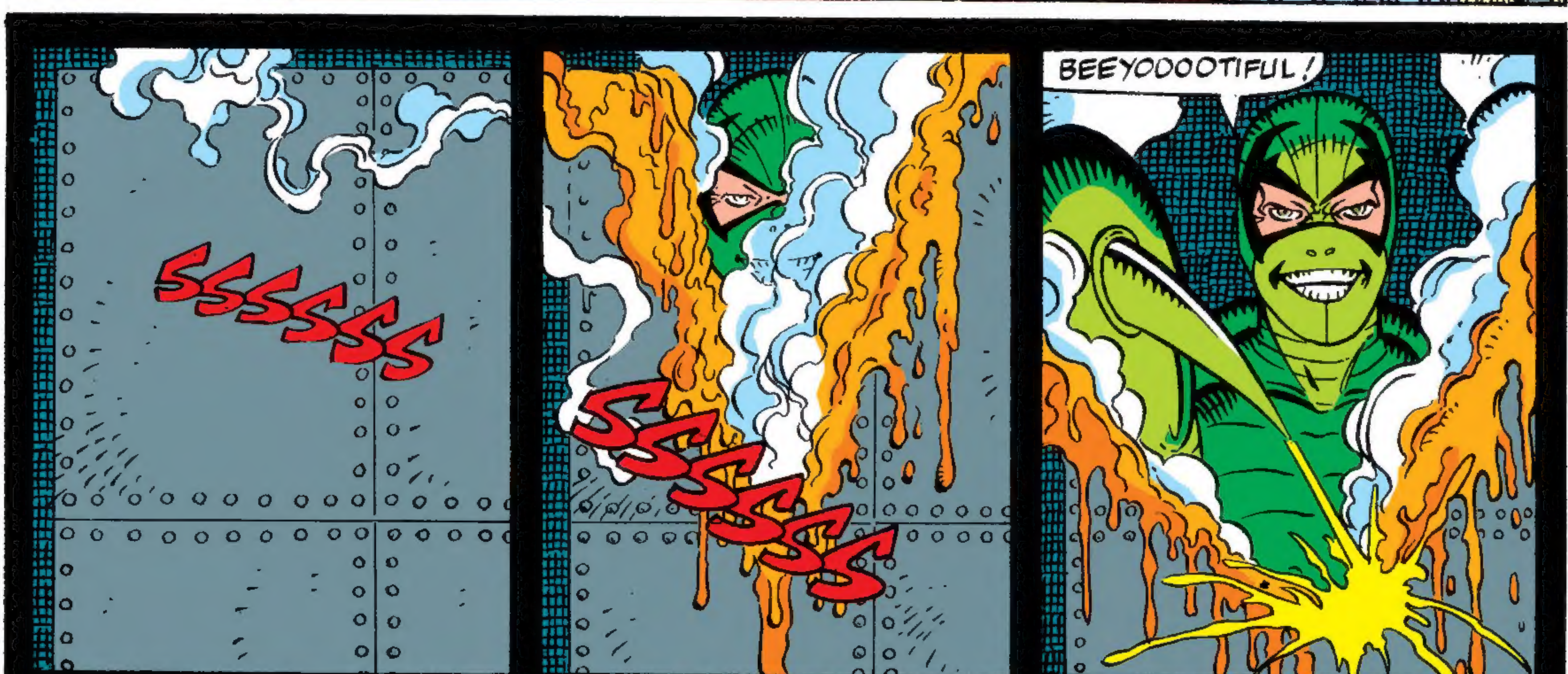


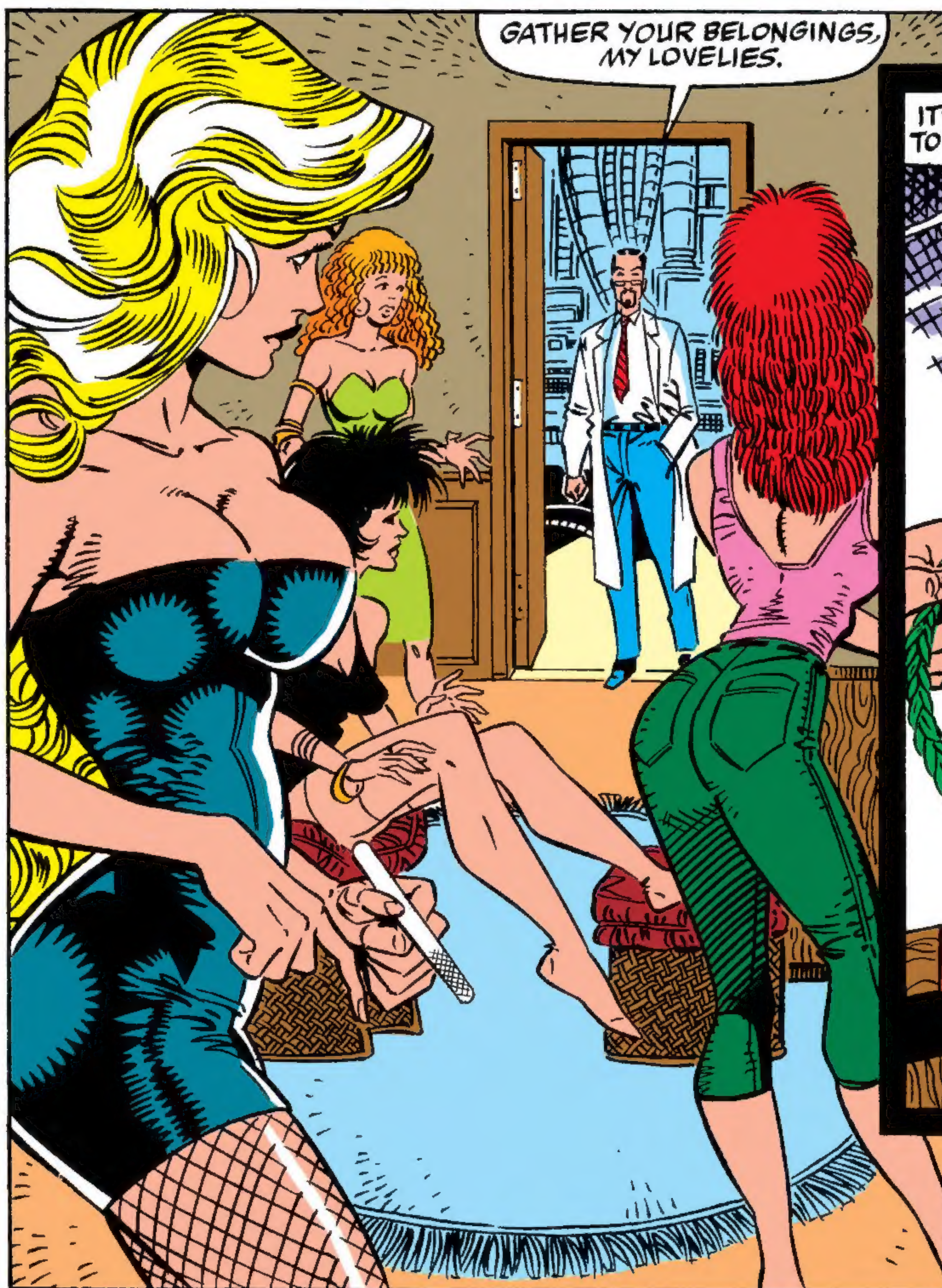
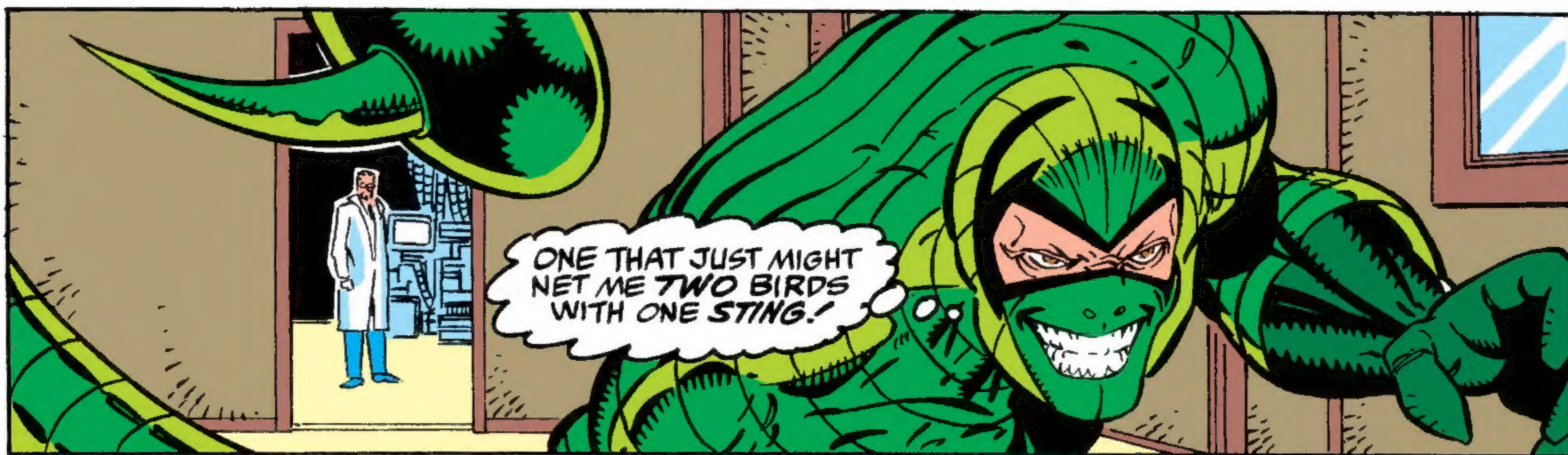
PETER!

THEY HAVE
A GUN! YOU'LL
BE KILLED!

YOU
WILL!









NOW I
KNOW
SOMETHING'S
WRONG!

YOU'D NEVER LET
THE **BLACK CAT**
GET THIS CLOSE BEFORE!



HOW COME YOUR
SPIDER-SENSE
DIDN'T WARN
YOU?

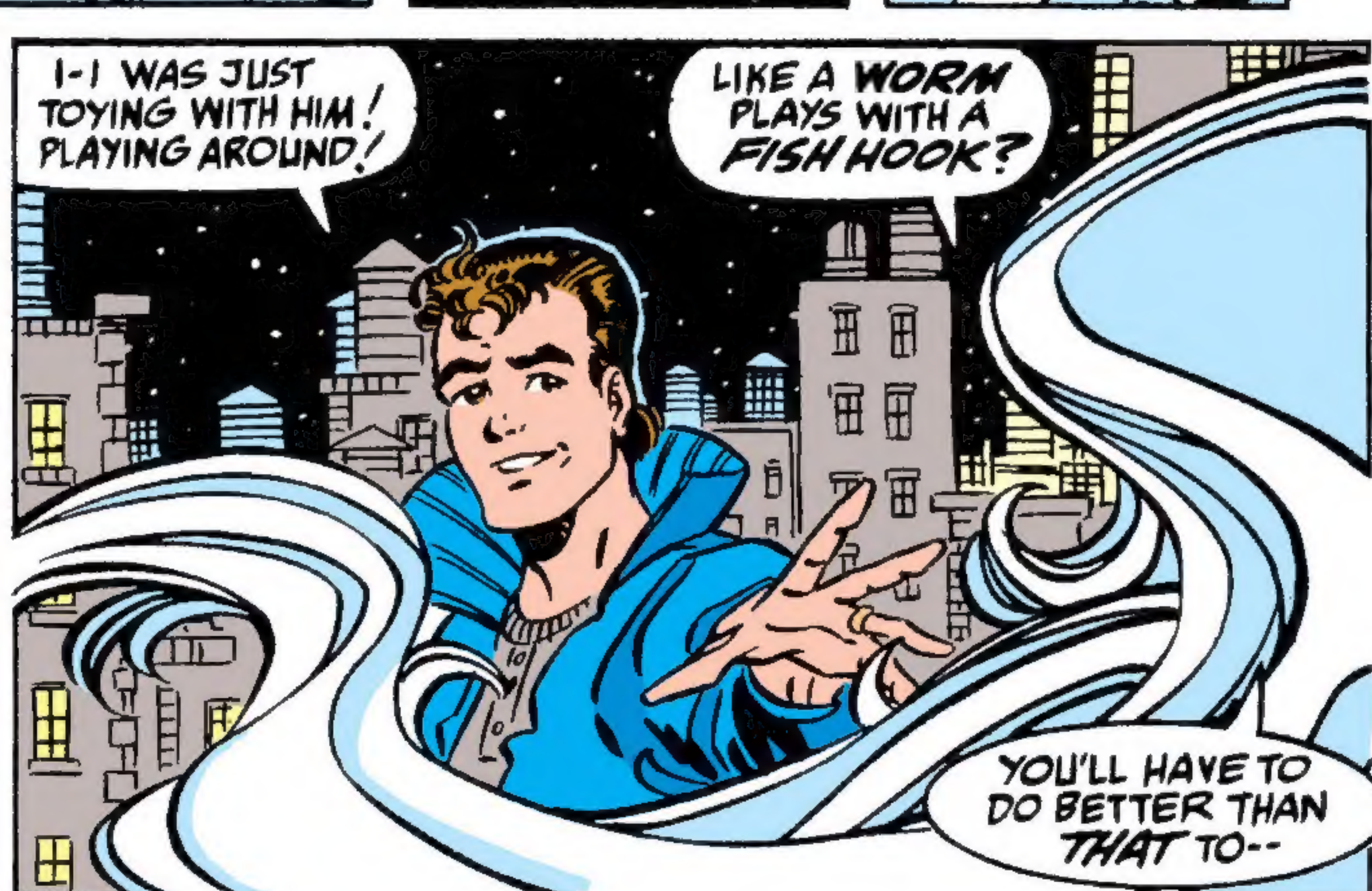
I-I WAS
LOST IN
THOUGHT--!



RIGHT! LIKE YOU
WERE "THINKING"
WHEN THE
TARANTULA
ALMOST KILLED
YOU YESTERDAY!



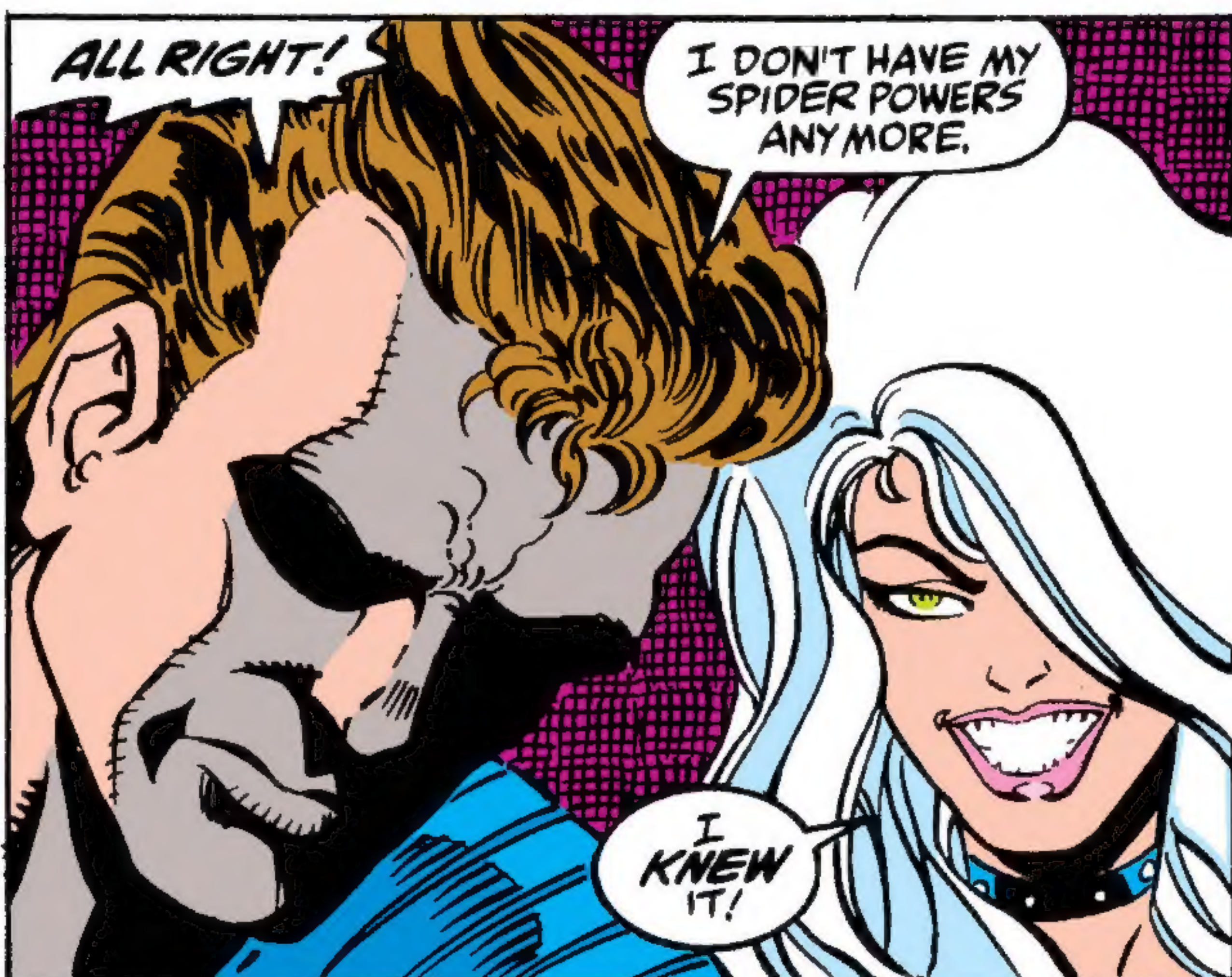
FELICIA!



I-I WAS JUST
TOYING WITH HIM!
PLAYING AROUND!

LIKE A WORM
PLAYS WITH A
FISH HOOK?

YOU'LL HAVE TO
DO BETTER THAN
THAT TO--



ALL RIGHT!

I DON'T HAVE MY
SPIDER POWERS
ANYMORE.

I
KNEW
IT!



HAPPY? NOW YOU
CAN GET OUT OF
FLASH'S LIFE!

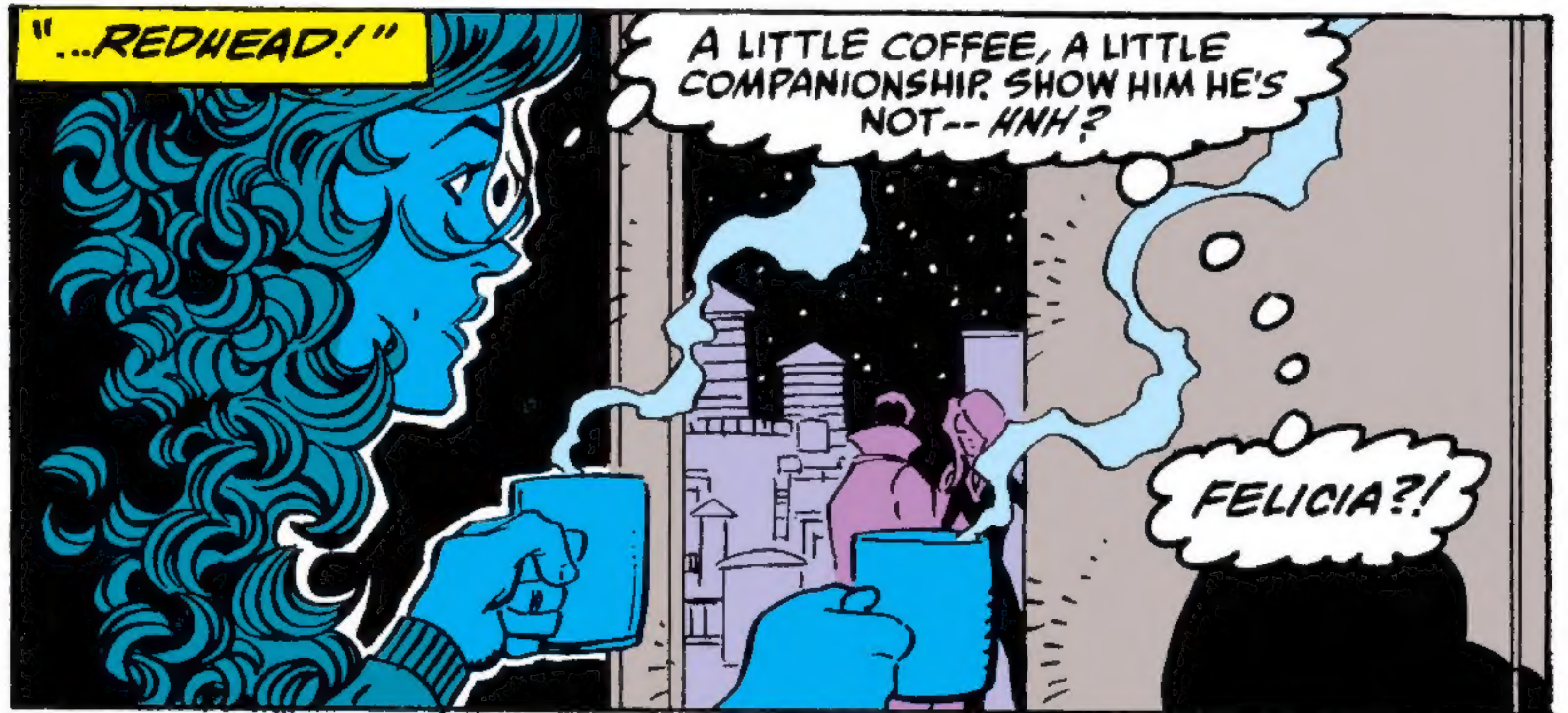
YOU WANT TO
BREAK HIS
HEART TO GET
BACK AT
SPIDER-MAN!

BUT SPIDER-MAN
DOESN'T EXIST
ANYMORE! SO
LEAVE FLASH
ALONE!



LISTEN, BUSTER, WHAT GOES ON BETWEEN FLASH THOMPSON AND ME IS *MY* BUSINESS!

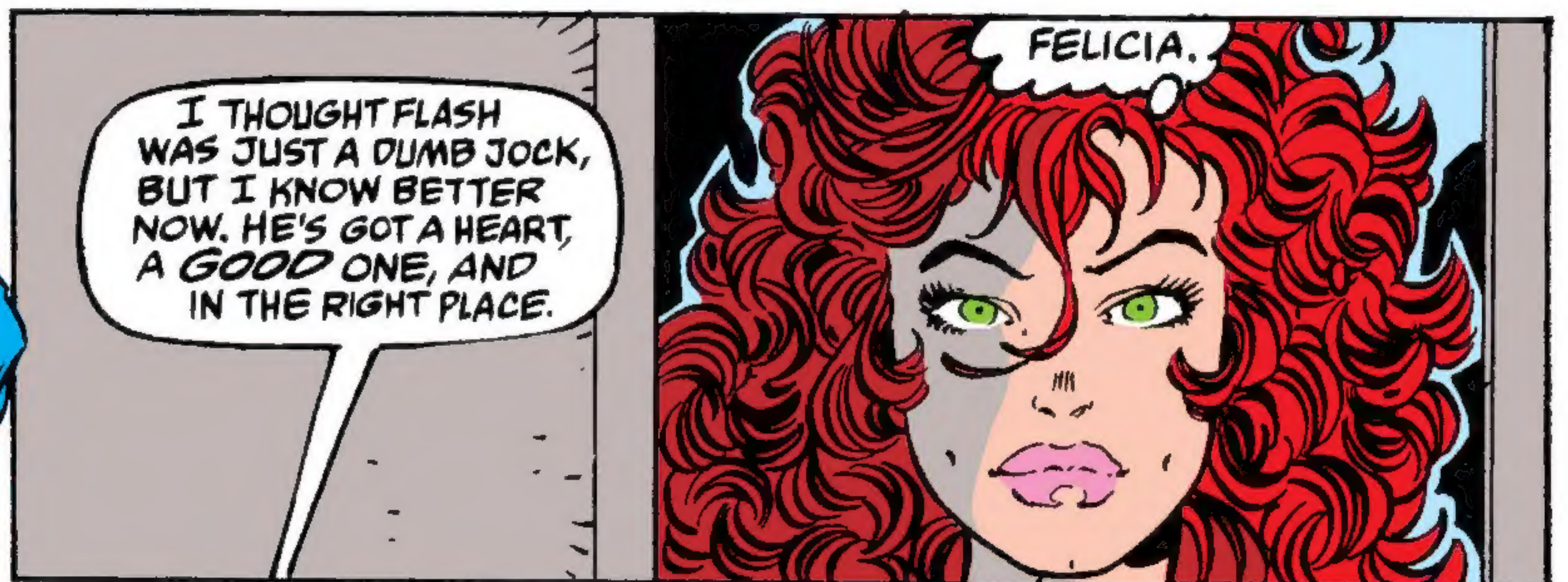
BUTT OUT!



"...REDHEAD!"

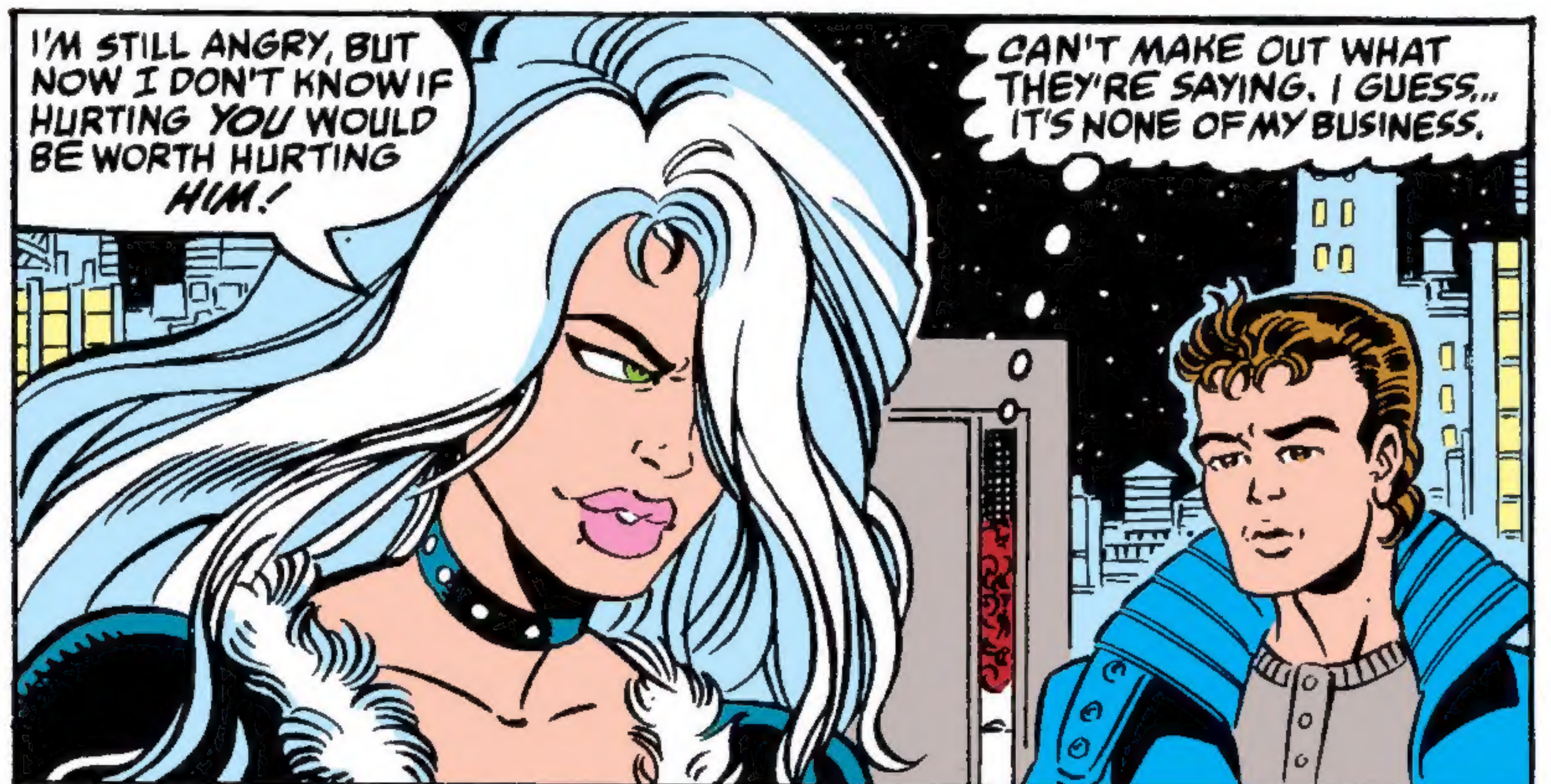
A LITTLE COFFEE, A LITTLE COMPANIONSHIP. SHOW HIM HE'S NOT-- *ANH?*

FELICIA?!



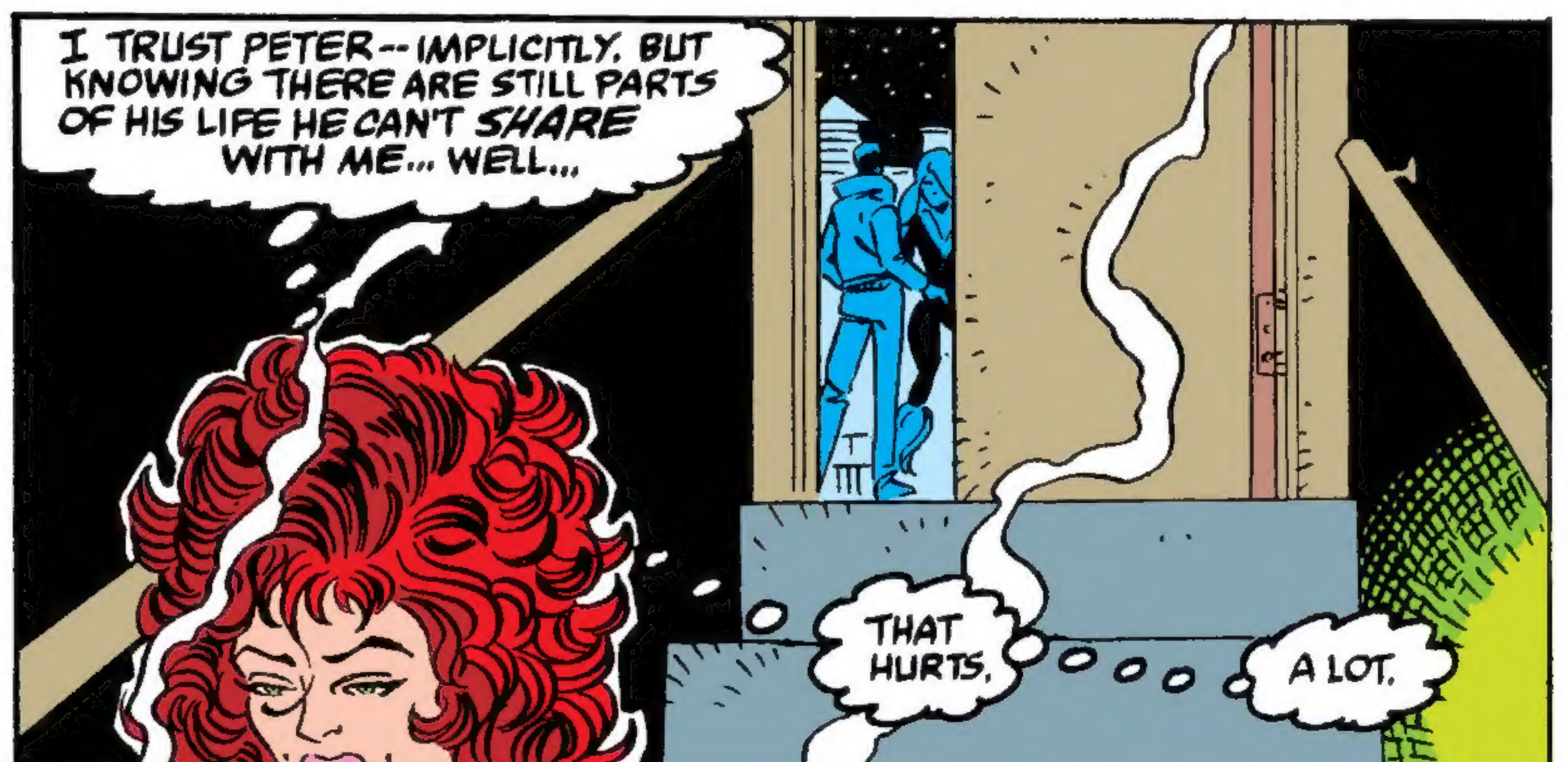
FELICIA.

I THOUGHT FLASH WAS JUST A DUMB JOCK, BUT I KNOW BETTER NOW. HE'S GOT A HEART, A *GOOD* ONE, AND IN THE RIGHT PLACE.



I'M STILL ANGRY, BUT NOW I DON'T KNOW IF HURTING YOU WOULD BE WORTH HURTING *HIM!*

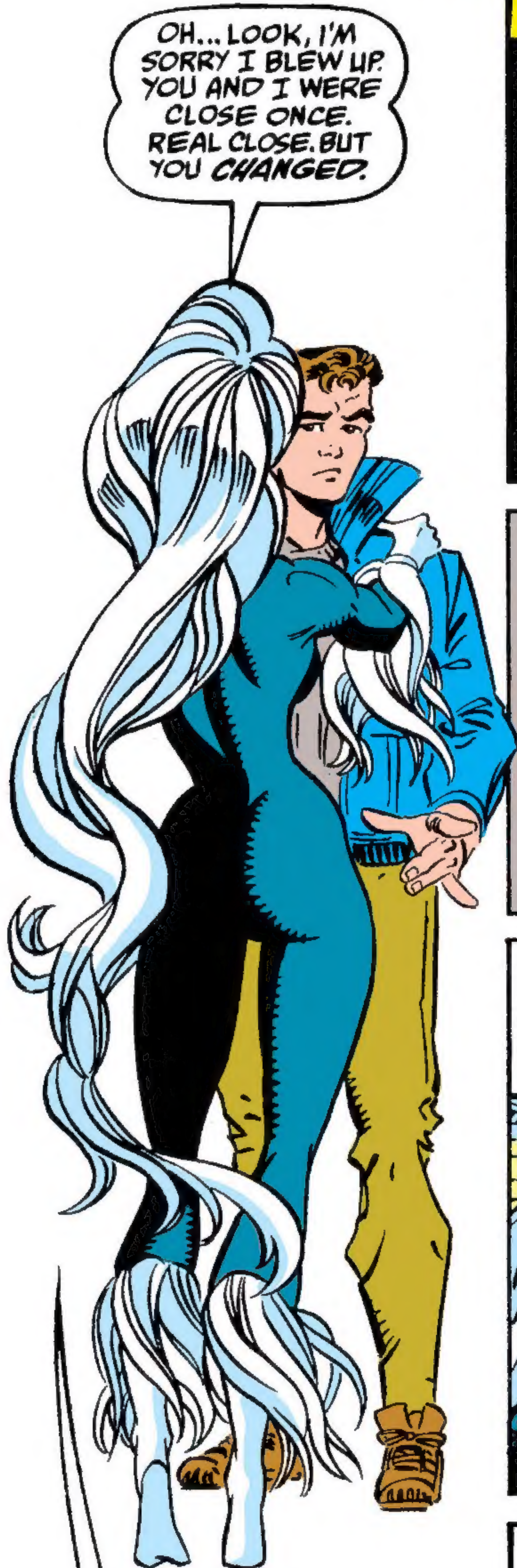
CAN'T MAKE OUT WHAT THEY'RE SAYING. I GUESS... IT'S NONE OF MY BUSINESS.



I TRUST PETER--IMPLICITLY. BUT KNOWING THERE ARE STILL PARTS OF HIS LIFE HE CAN'T *SHARE* WITH ME... WELL...

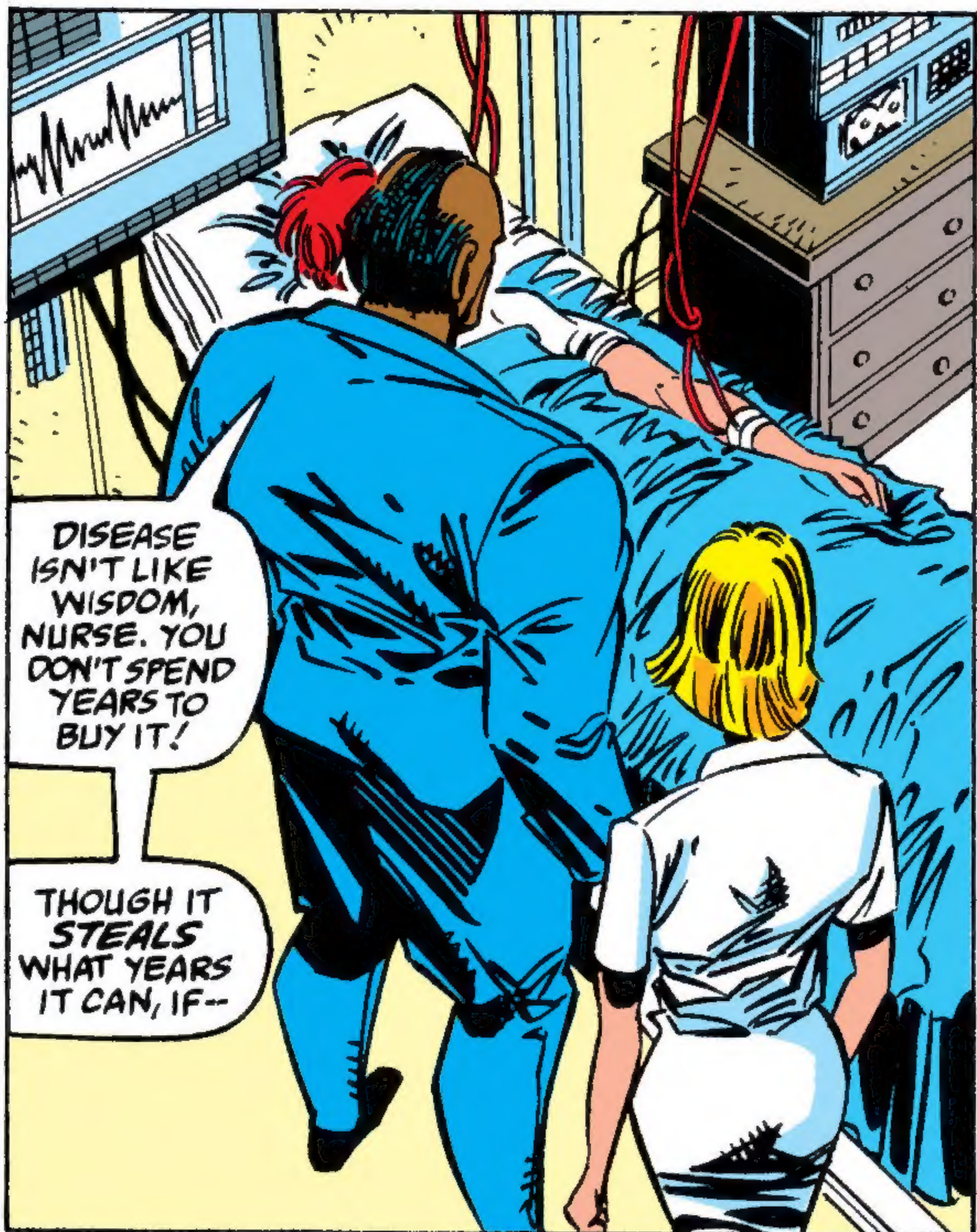
THAT HURTS.

A LOT.



OH...LOOK, I'M SORRY I BLEW UP. YOU AND I WERE CLOSE ONCE. REAL CLOSE. BUT YOU *CHANGED*.

AND I HAD TROUBLE DEALING WITH THAT. *AND* WITH YOUR RELATIONSHIP WITH THAT... THAT...



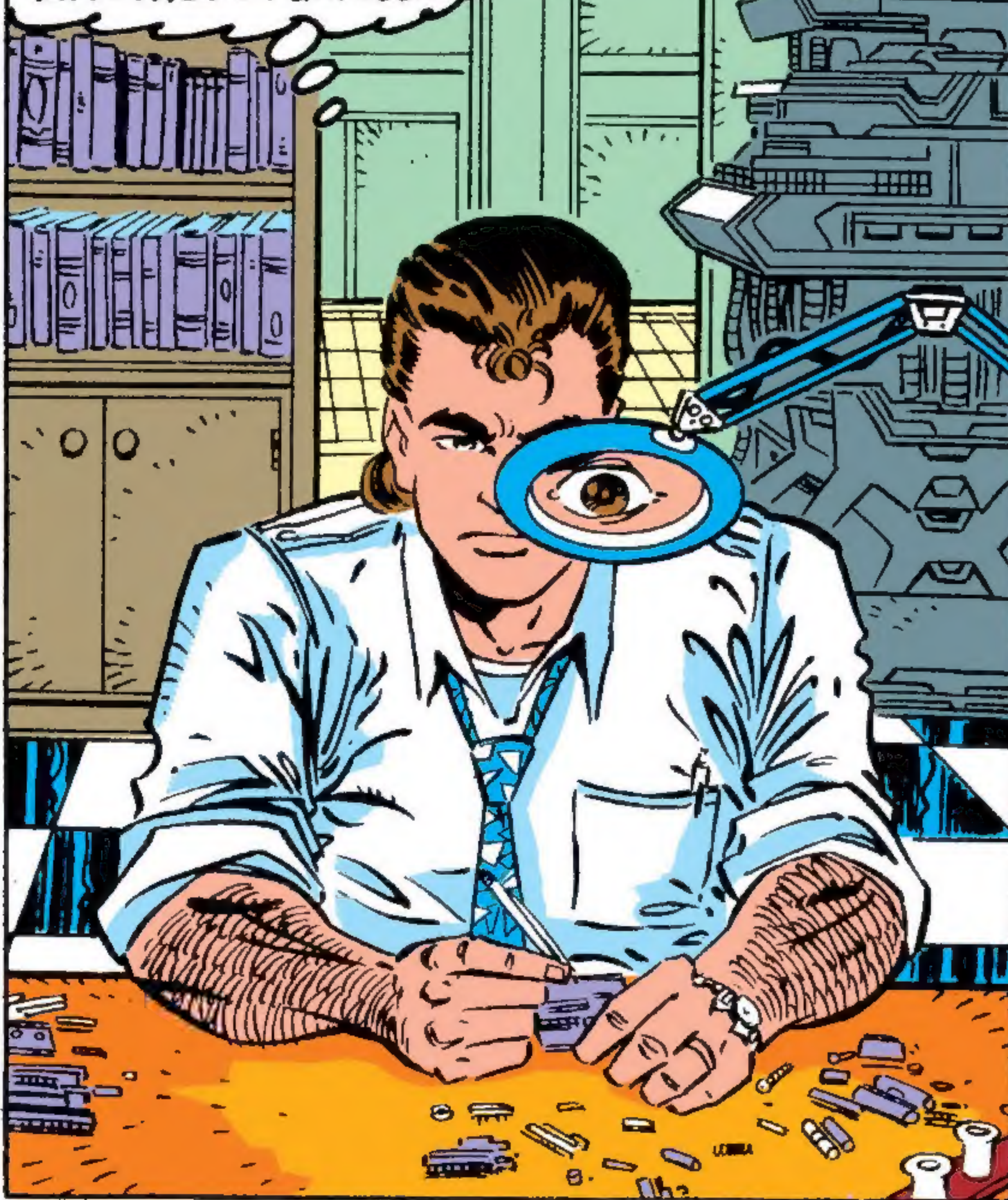
AND, THE NEXT DAY, AT EMPIRE STATE UNIVERSITY...



"TALK ABOUT FLASHBACKS!"

WHEN I FIRST INVENTED MY SPIDER-TRACERS, THEY NEEDED A RECEIVER. I MODIFIED THEM TO WORK WITH MY SPIDER-SENSE LATER.

BUT SINCE I NO LONGER HAVE THAT SPIDER-SENSE, MAYBE THE RECEIVER METHOD CAN SERVE ANOTHER PURPOSE.



NOW I CAN PATENT THE TECHNOLOGY, MAKE SOME BUCKS FROM--
eh?

BRRNG



HELLO? AUNT MAY! GOSH, I-I'M SORRY! I DIDN'T REALIZE IT WAS SO LATE! I'LL BE RIGHT--

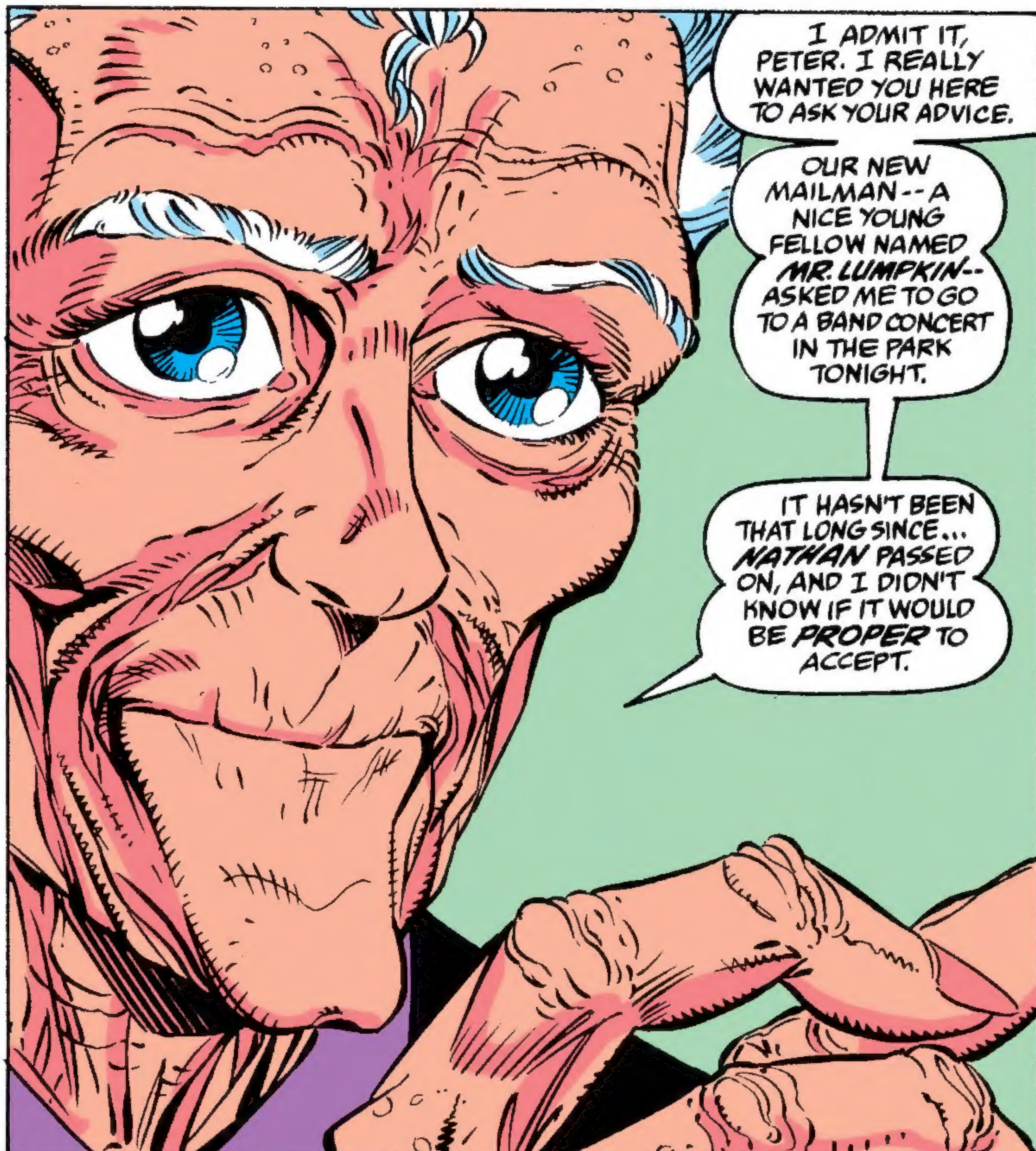


"-- THERE!"



DON'T GET ME WRONG, AUNT MAY--

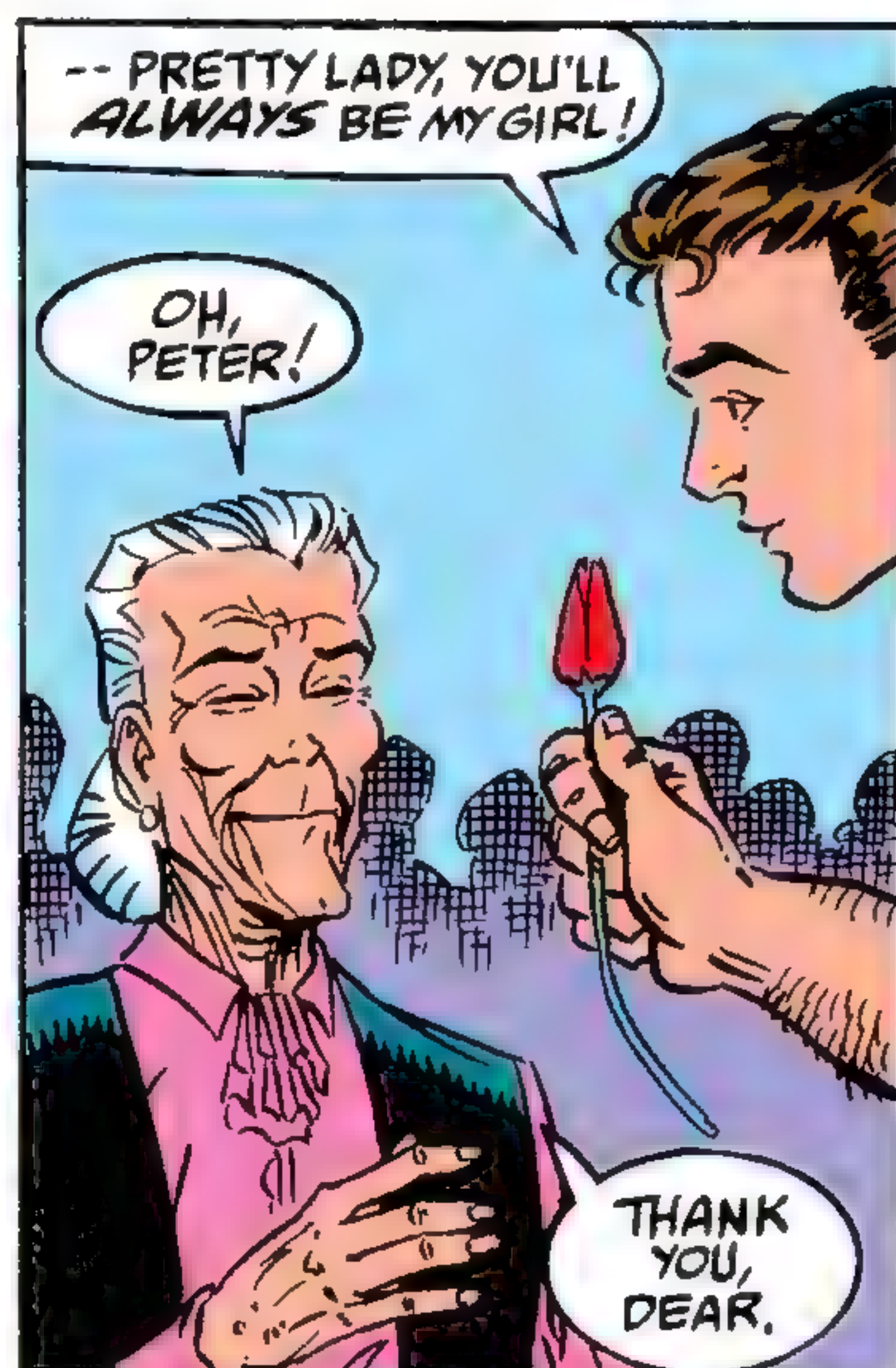
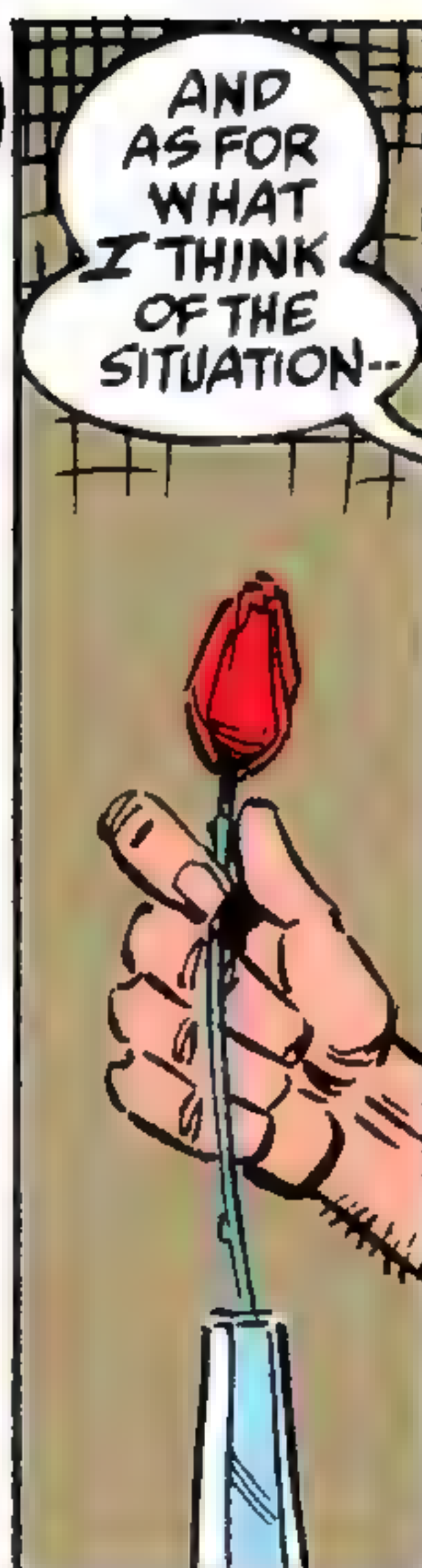
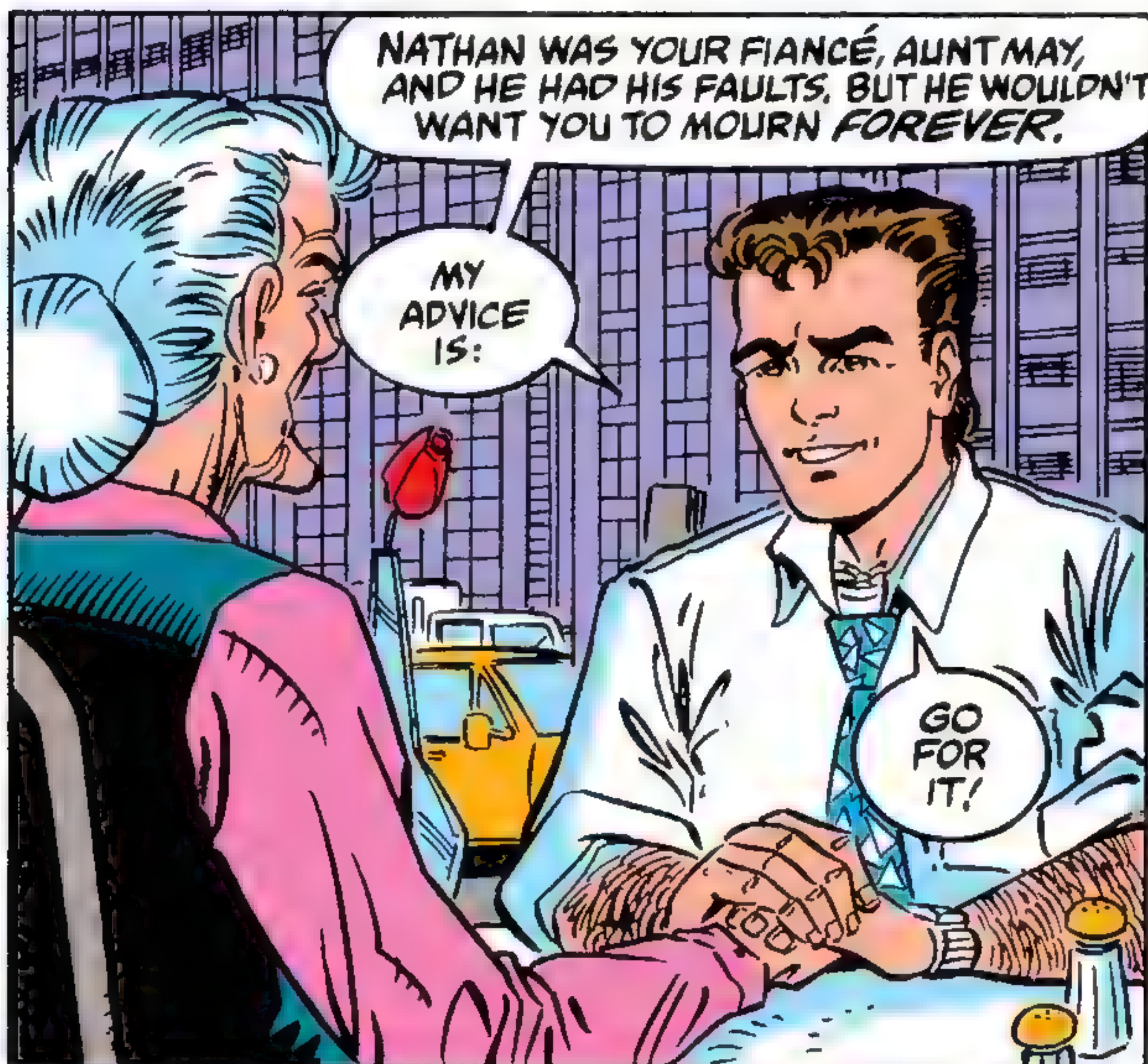
-- I'M DELIGHTED THAT YOU INVITED ME FOR LUNCH, BUT THERE WAS SOMETHING, WELL, CONSPIRATORIAL IN YOUR VOICE.



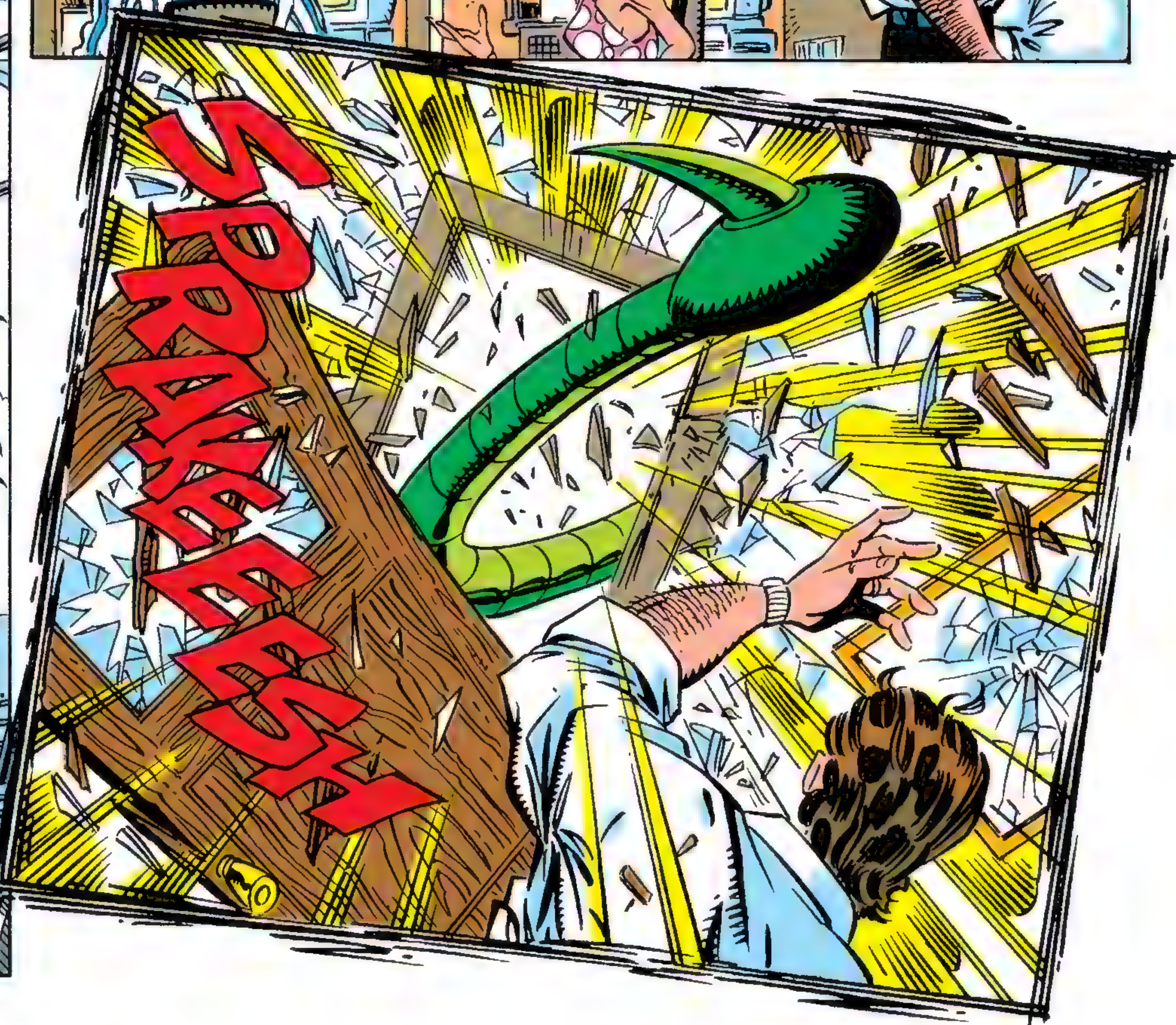
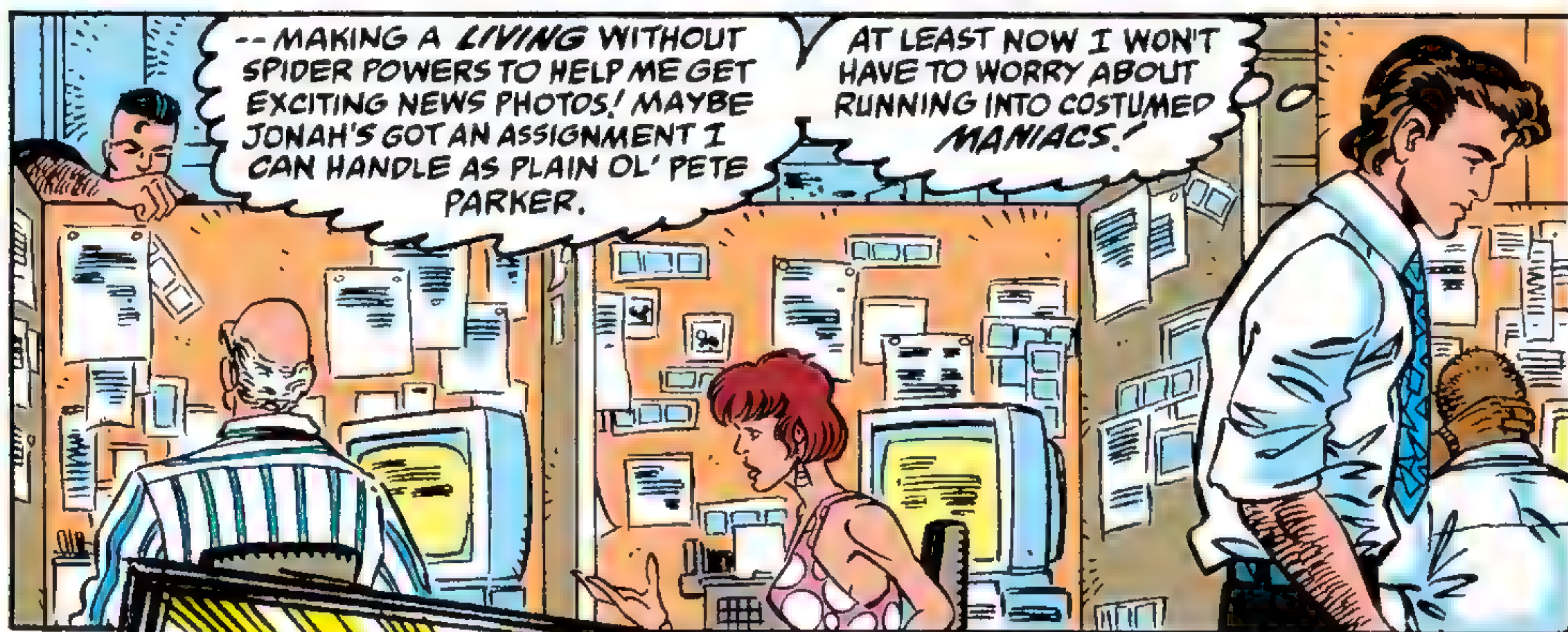
I ADMIT IT, PETER. I REALLY WANTED YOU HERE TO ASK YOUR ADVICE.

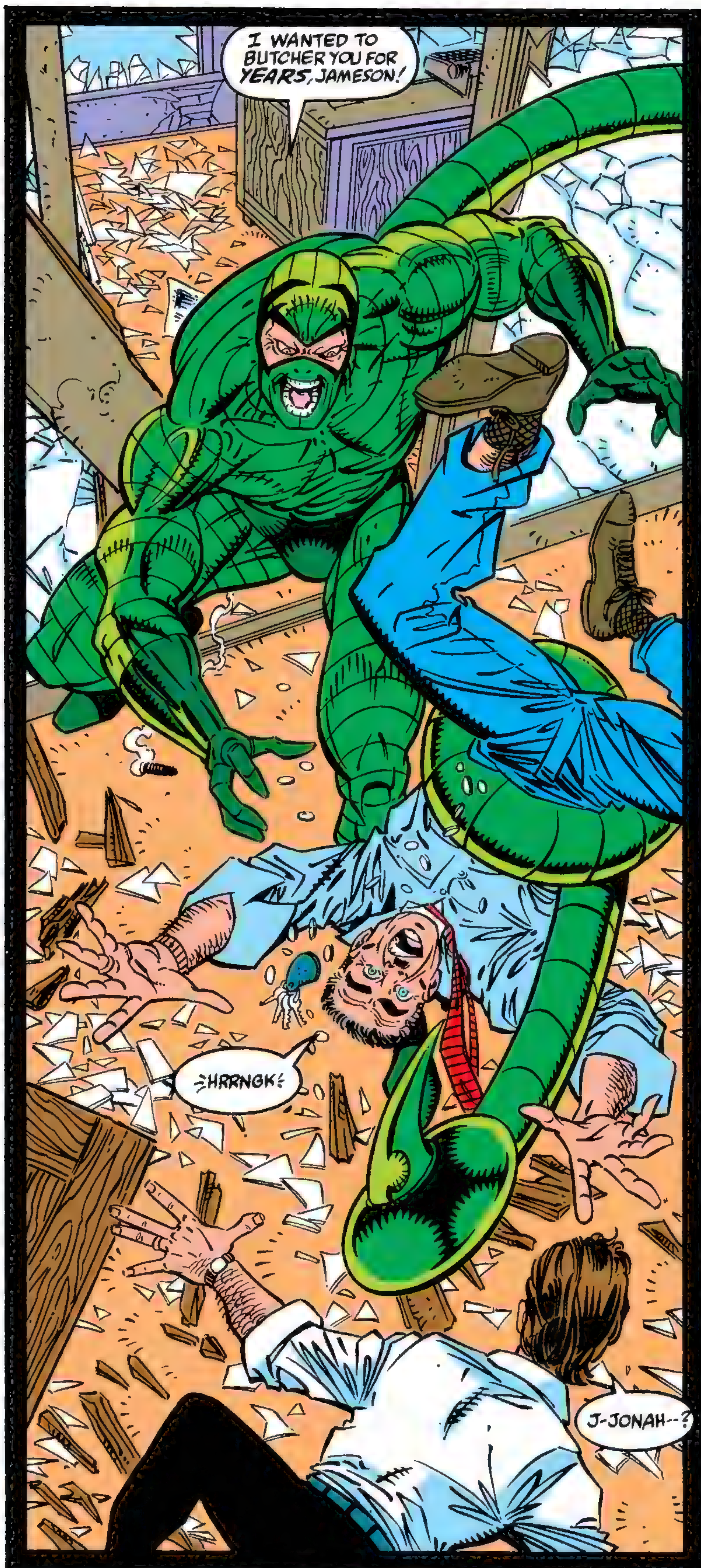
OUR NEW MAILMAN -- A NICE YOUNG FELLOW NAMED MR. LUMPKIN -- ASKED ME TO GO TO A BAND CONCERT IN THE PARK TONIGHT.

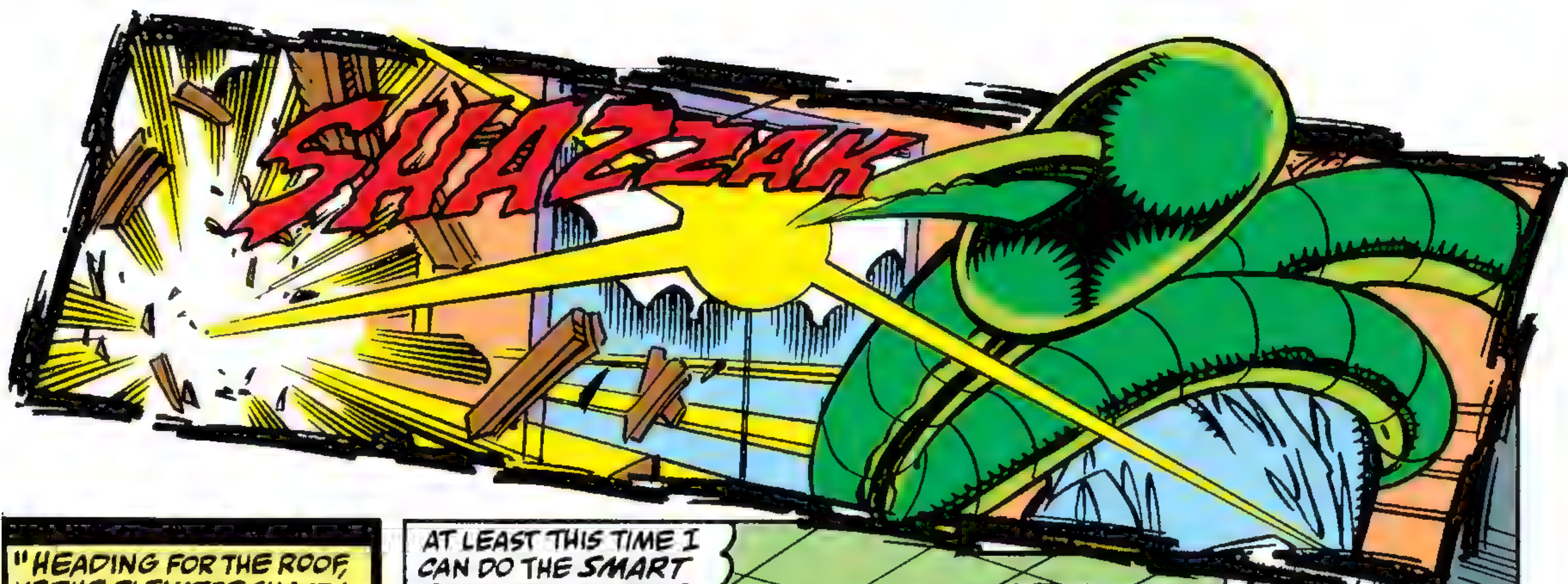
IT HASN'T BEEN THAT LONG SINCE... NATHAN PASSED ON, AND I DIDN'T KNOW IF IT WOULD BE PROPER TO ACCEPT.



LATER: THE PUBLISHING HEADQUARTERS OF JAMESON'S NEWS DIGEST...





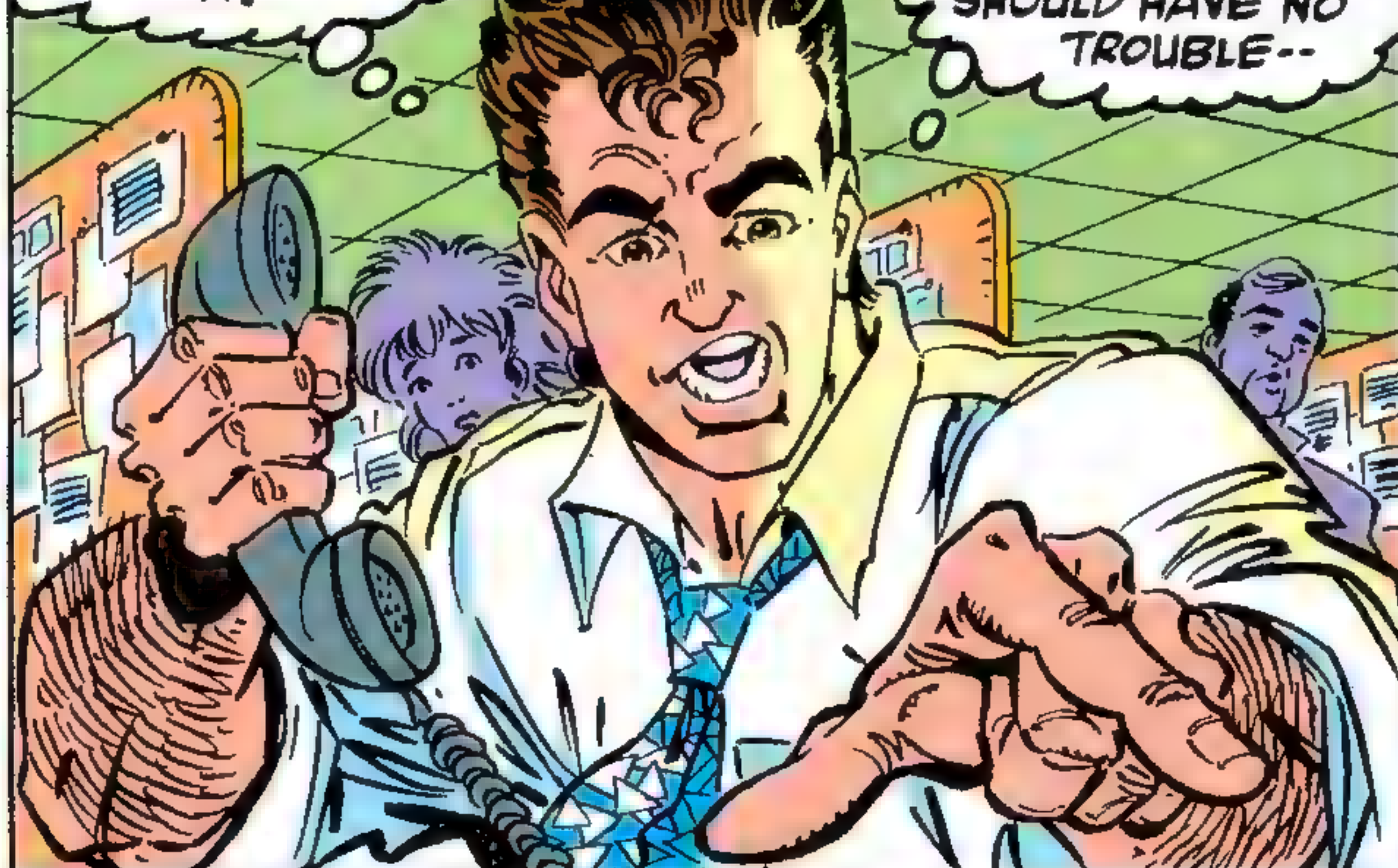


"HEADING FOR THE ROOF,
UP THE ELEVATOR SHAFT!"



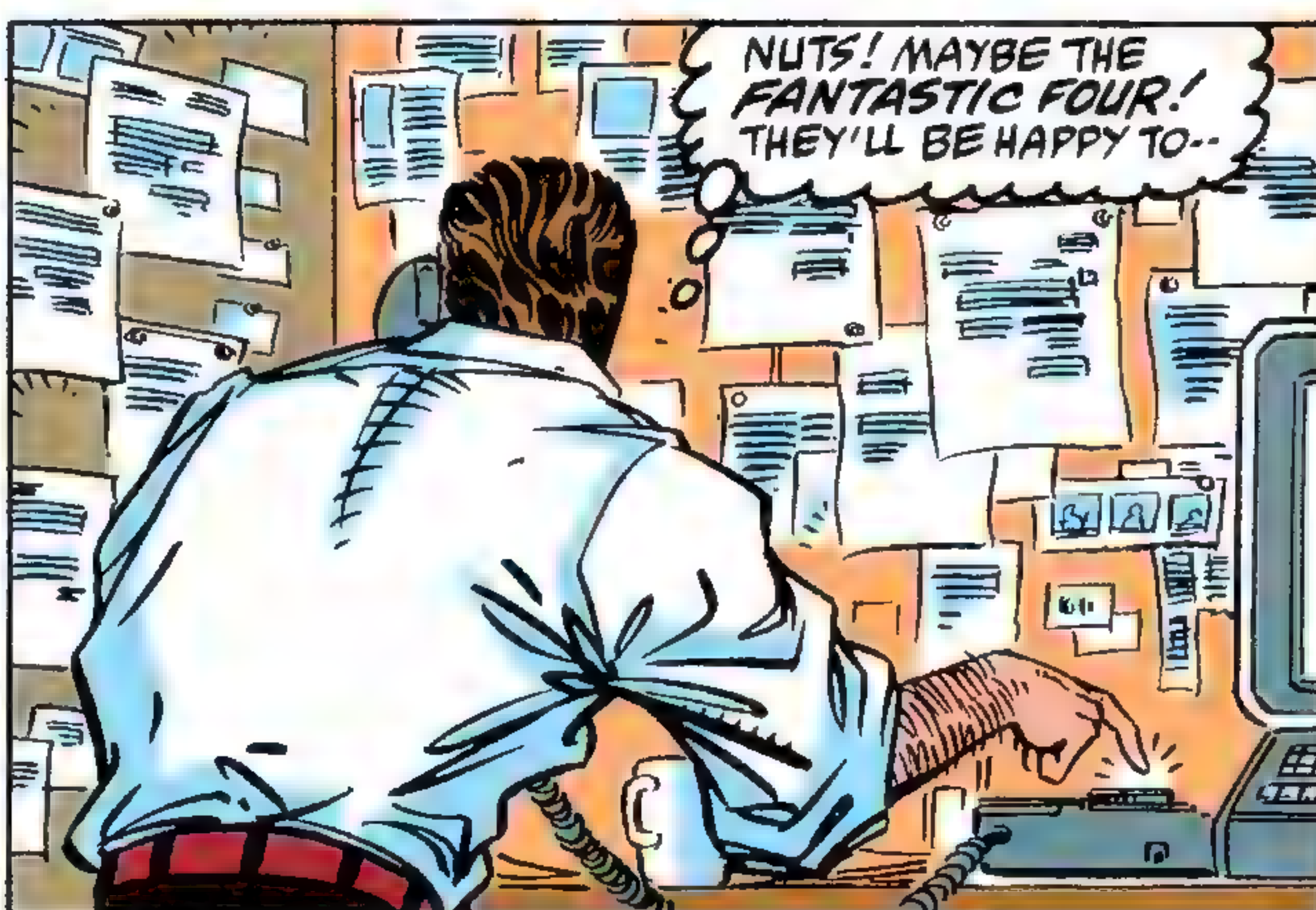
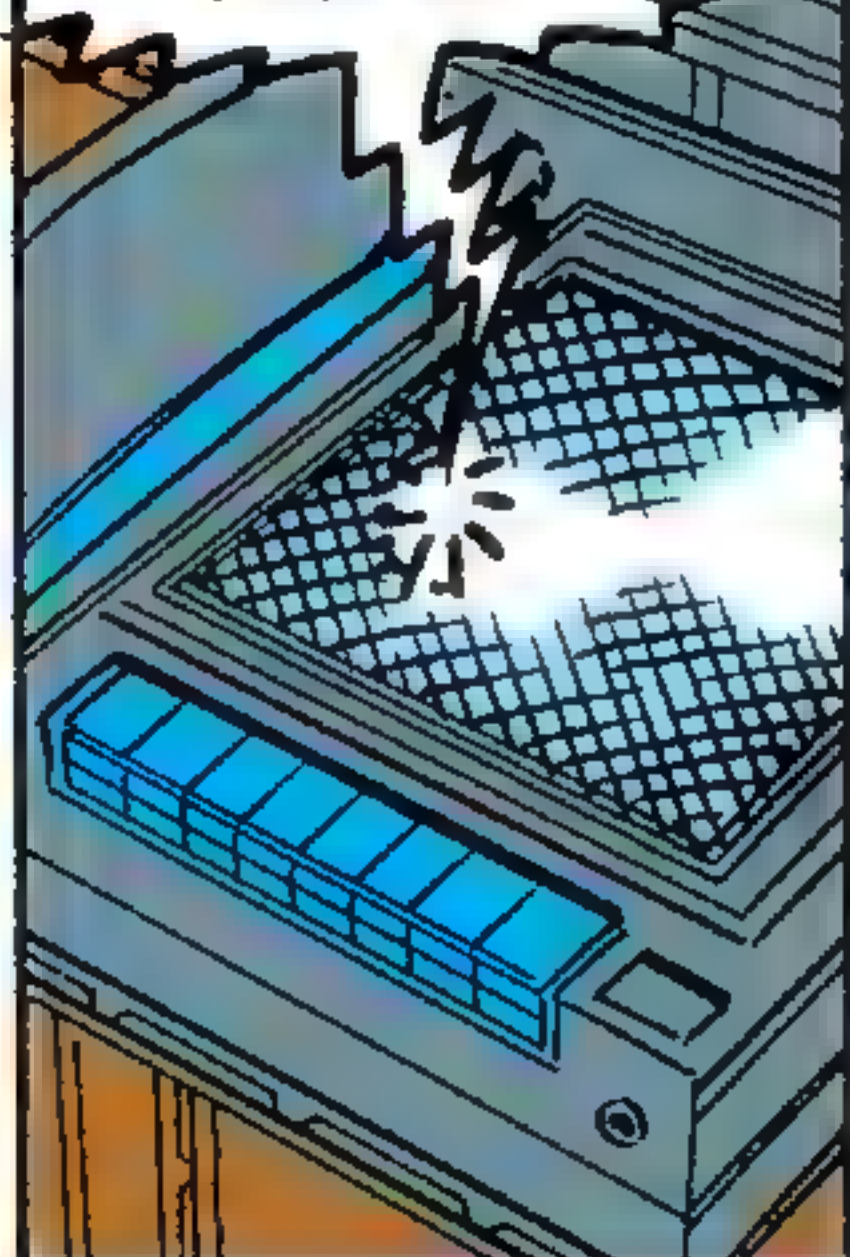
"I DON'T GET IT! THAT'S
TWICE IN TWO DAYS SOME-
ONE'S TAKEN A HOSTAGE
TO GET TO ME!"

AT LEAST THIS TIME I
CAN DO THE SMART
THING AND LET SOME-
ONE ELSE HANDLE
IT!



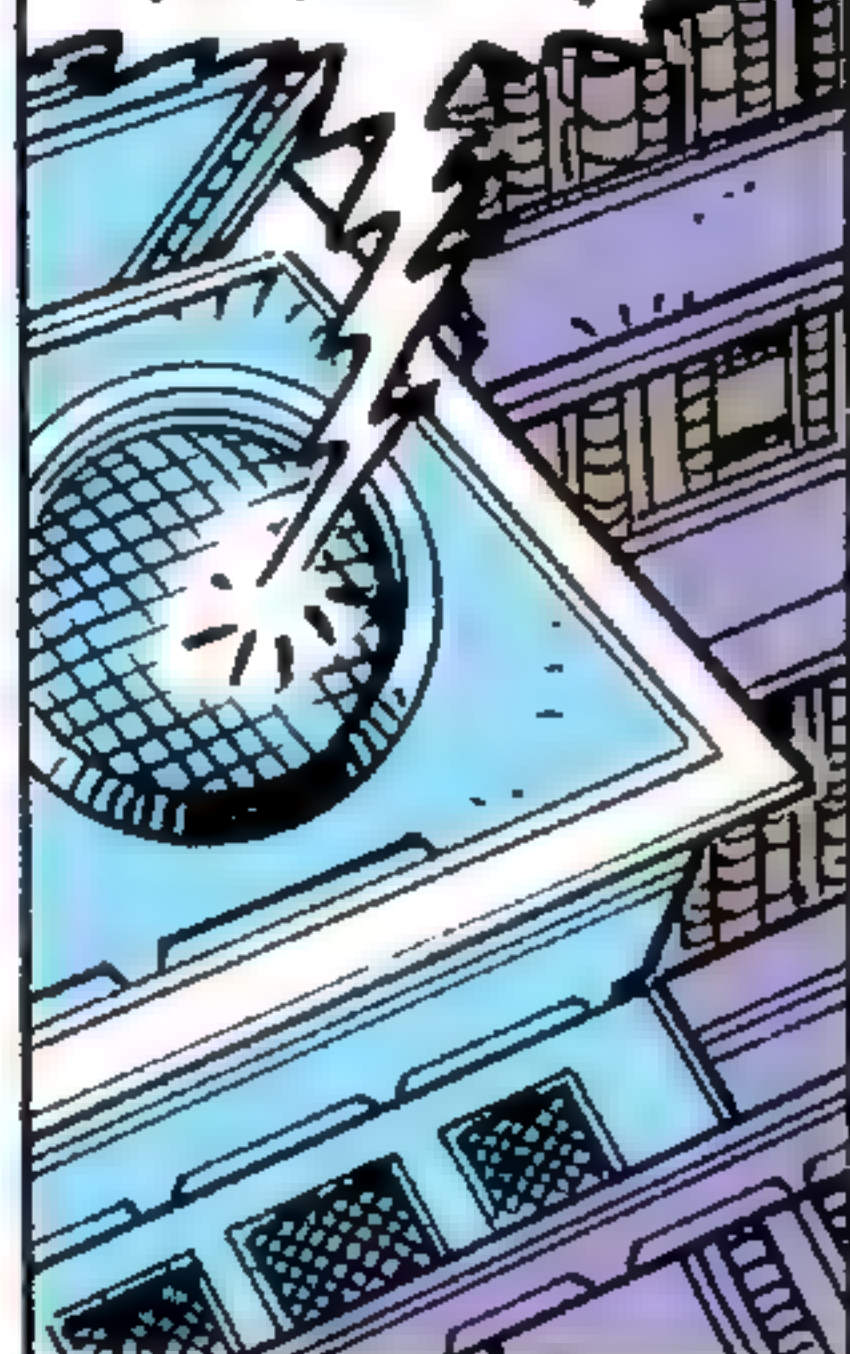
THE AVENGERS
SHOULD HAVE NO
TROUBLE--

-- AWAY ON
AVENGERS PRIORITY,
YOUR CALL IS BEING
TRANSFERRED TO
THE NEAREST
POLICE--



NUTS! MAYBE THE
FANTASTIC FOUR!
THEY'LL BE HAPPY TO--

-- UNAVAILABLE
AT THIS TIME.
PLEASE DIAL
911 FOR--



BLAST. NO
CHOICE. I
REALLY HATE
DOING THIS--



-- BUT I
CAN'T THINK
OF ANYTHING
ELSE!

HELLO,
FLASH?

UM, CAN I SPEAK
TO FELICIA...?



MOMENTS PASS, AS THE SCORPION MAKES HIS POSITION PAINFULLY CLEAR...

GO AHEAD!
OPEN FIRE! YA
MIGHT HIT
JAMESON
BY MISTAKE!

I CAN FIND
ANOTHER
WAY TO GET
SPIDER-MAN!
AND BESIDES--

-- I COULD
USE THE
LAUGHS!

WHILE BELOW, IN A
DESERTED SNACK
ROOM--

--PETER
PARKER
WATCHES
HOT COFFEE
GROW COLD.

UNTIL...

CANDY

I'LL HAVE
CREAM,
TWO SUGARS.

--AND A "THANK YOU"
AS BIG AS DOM DELUISE
AFTER THANKSGIVING
DINNER!

THANKS, 'LICIA. I REALLY APPRECIATE
YOUR PICKING UP MY **COSTUME**. BUT
YOU... YOU DON'T HAVE TO STAY. I MEAN--

SHUT
UP.

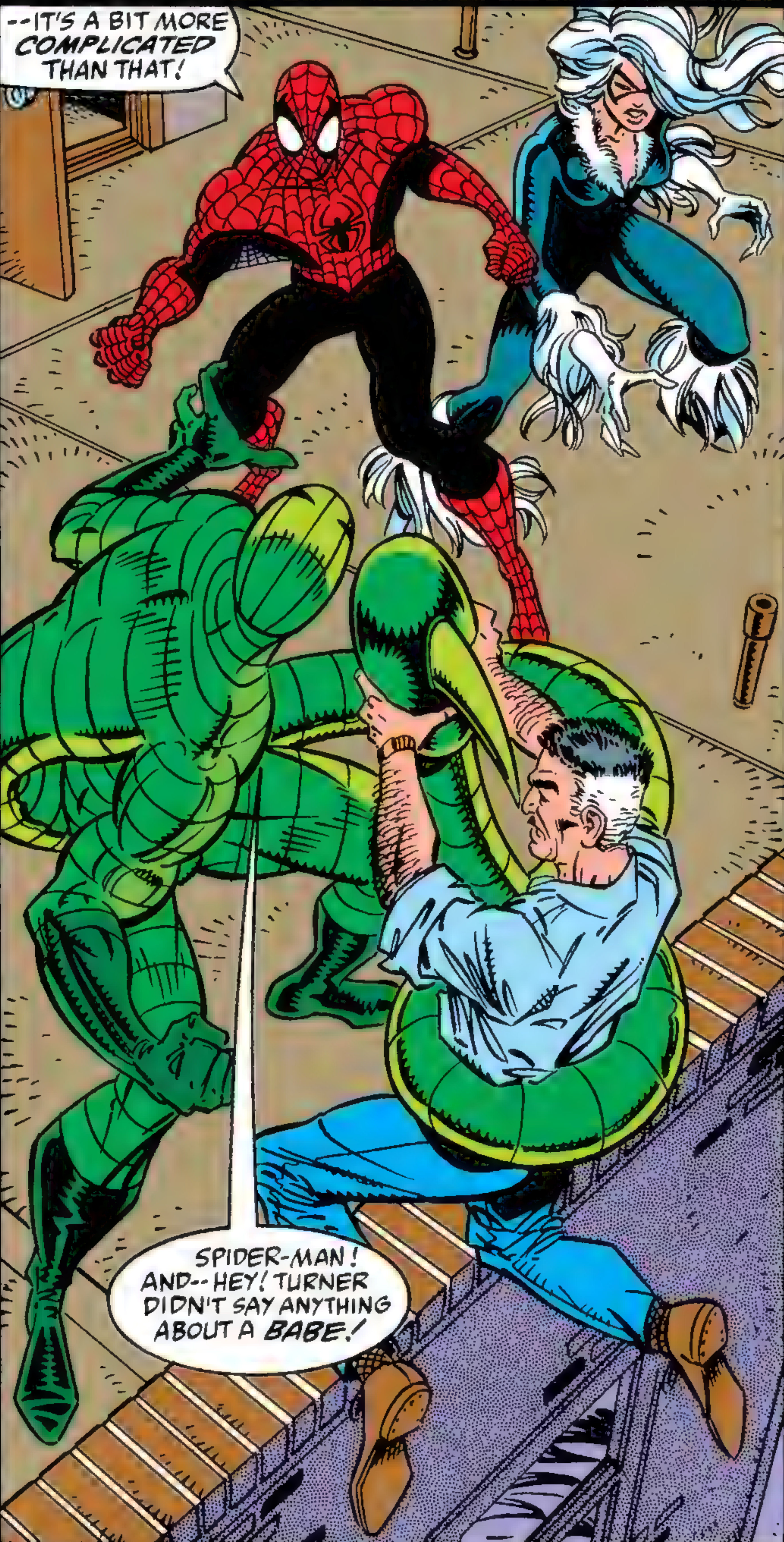
AND GET
YOUR
CLOTHES
OFF.

LOOKS LIKE THE
BUGGUY'S A NO-
SHOW, JAMESON!

AIN'T THAT A
SHAME...!

SORRY,
SCORPION--

--IT'S A BIT MORE
COMPLICATED
THAN THAT!



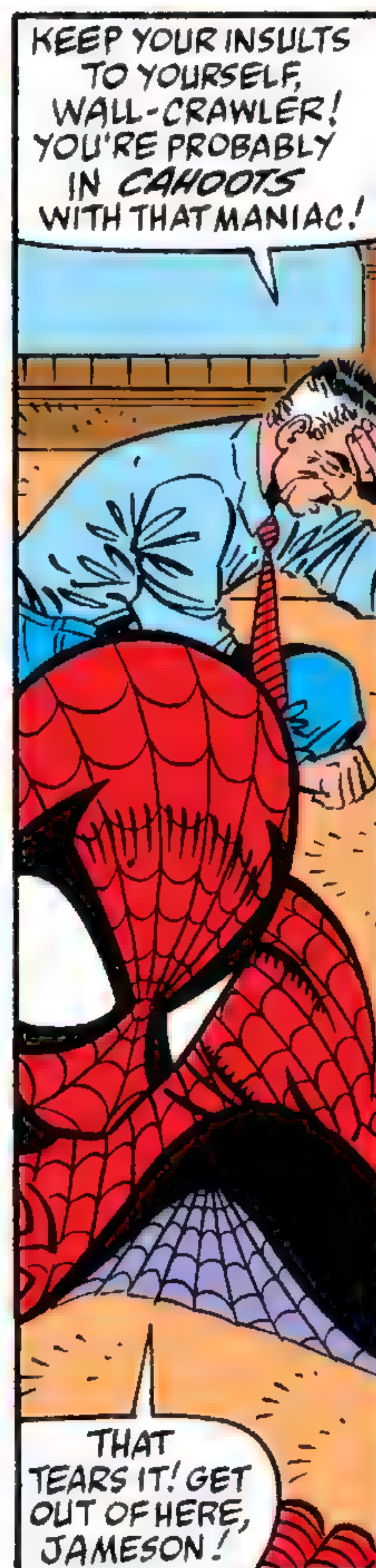
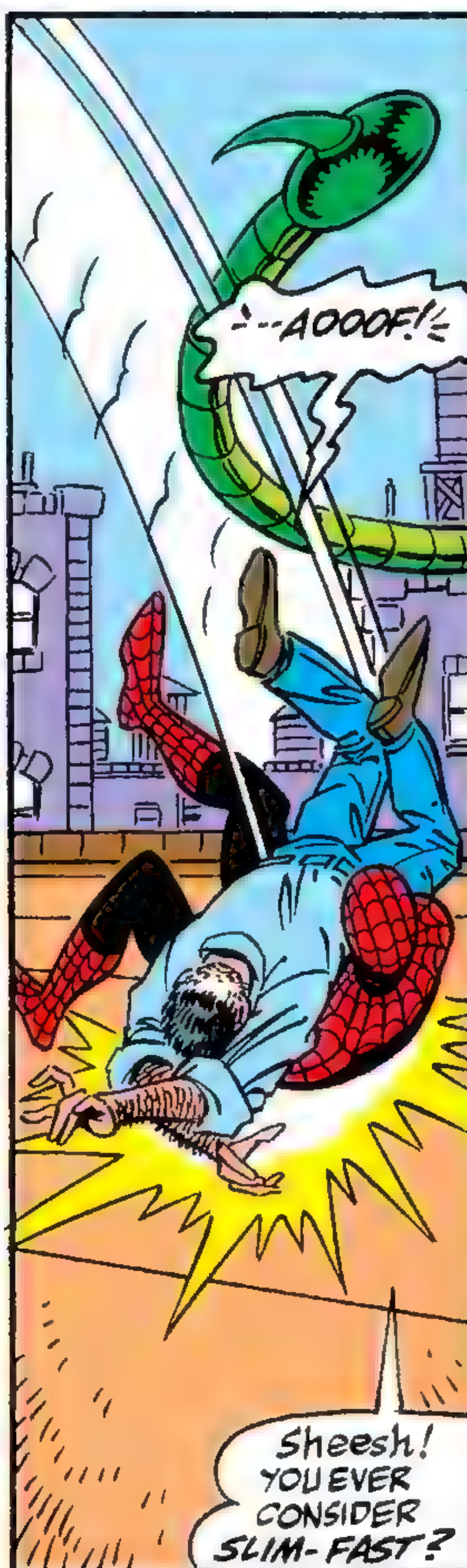
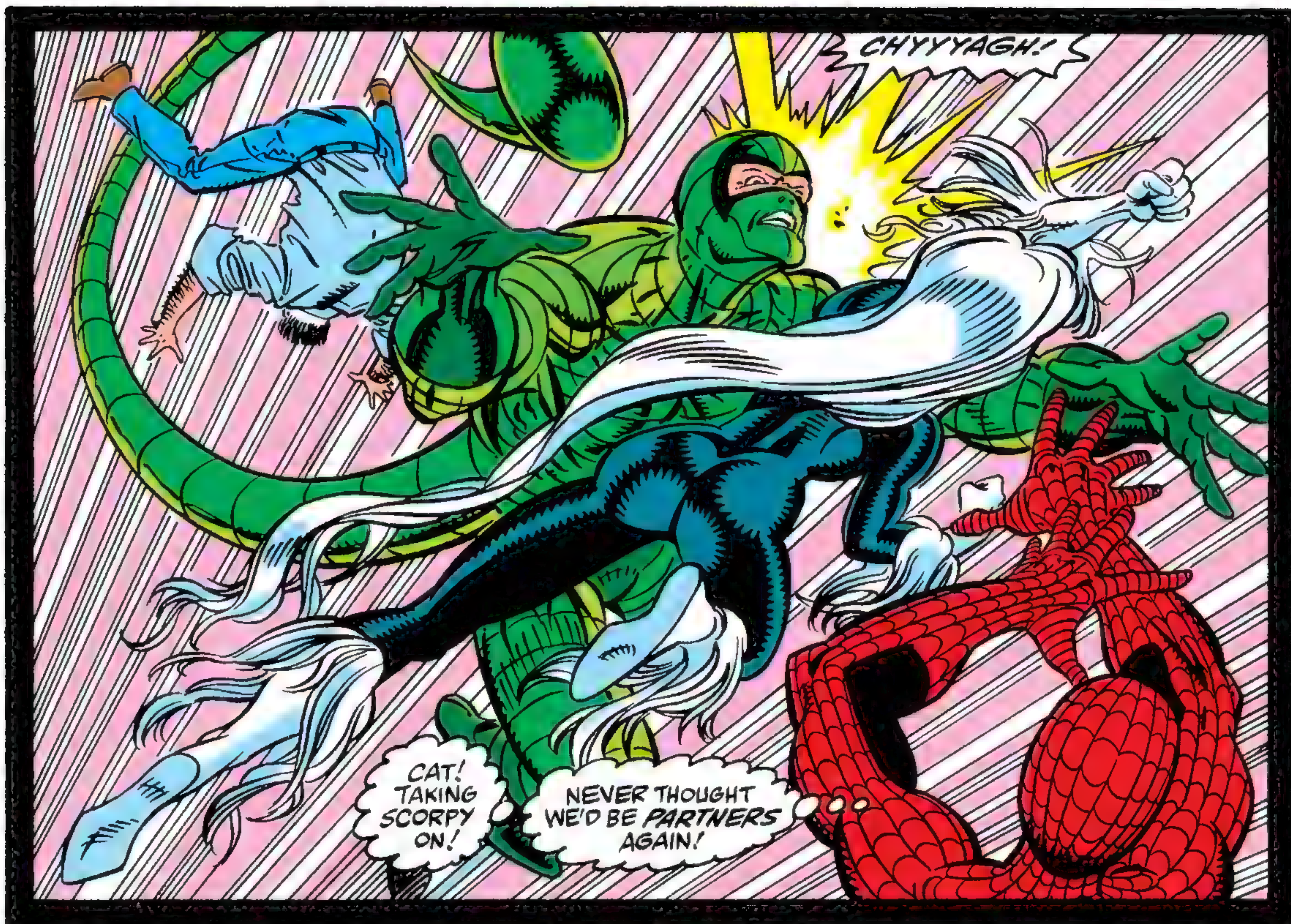
SPIDER-MAN!
AND--HEY! TURNER
DIDN'T SAY ANYTHING
ABOUT A *BABE*!

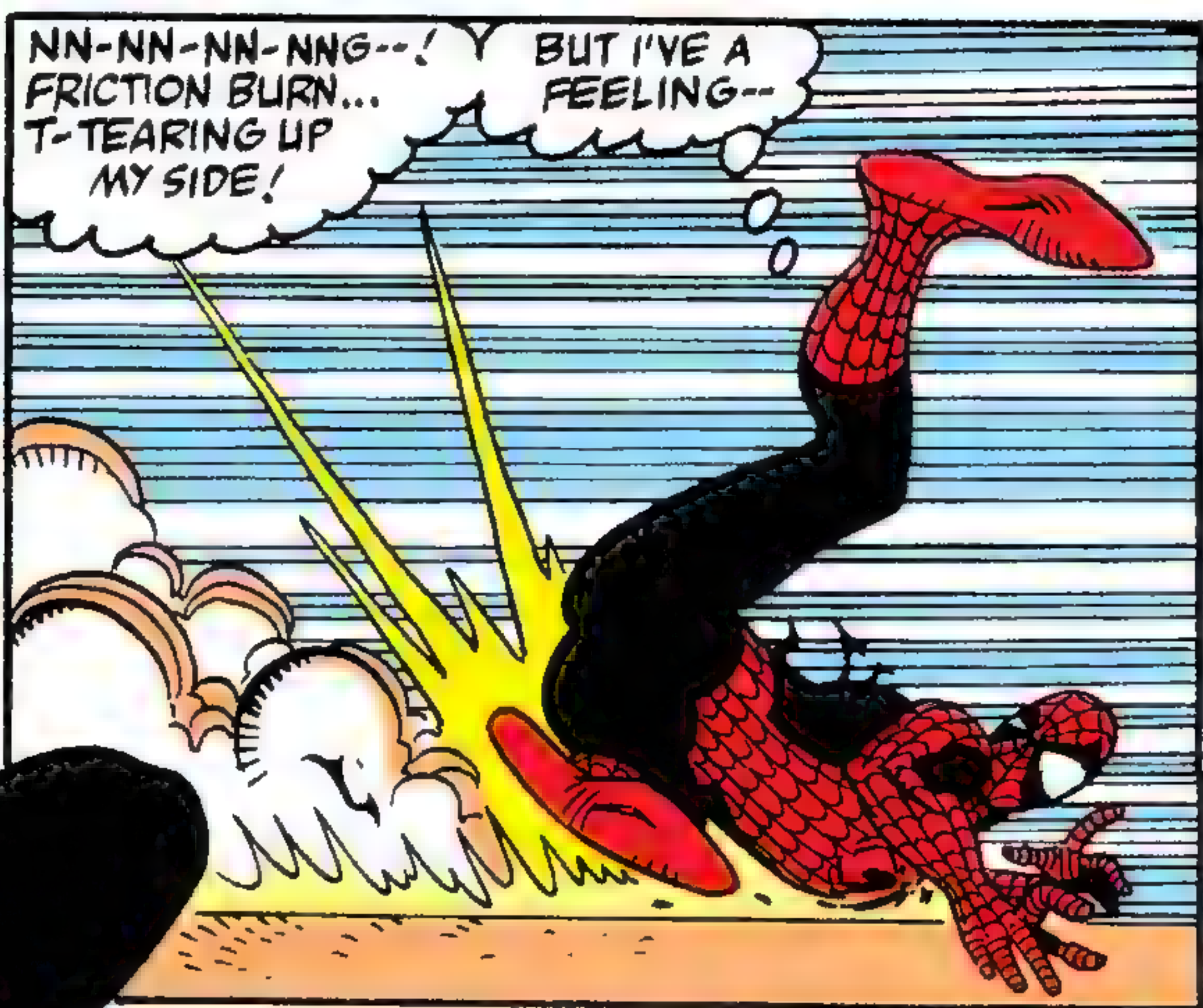
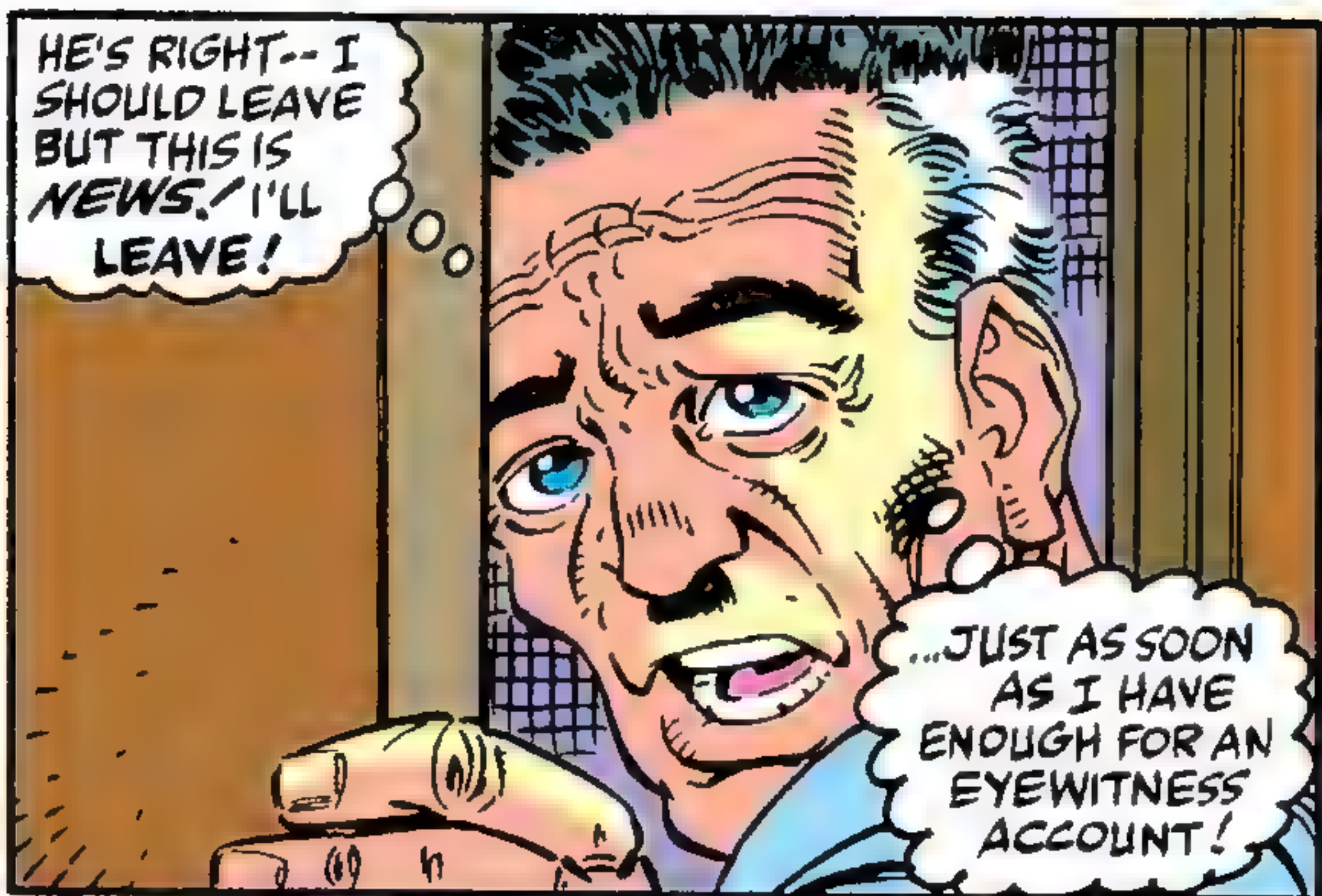
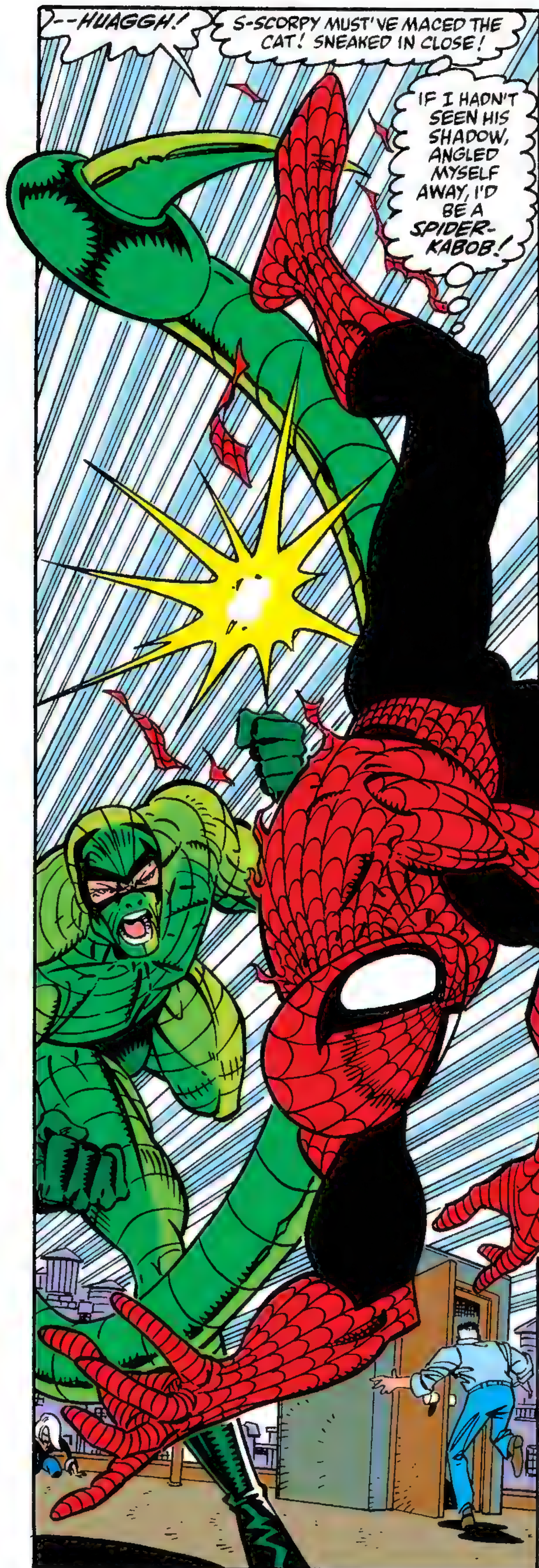
NO MATTER! I'LL
SPLIT *HER* SKULL
LATER!

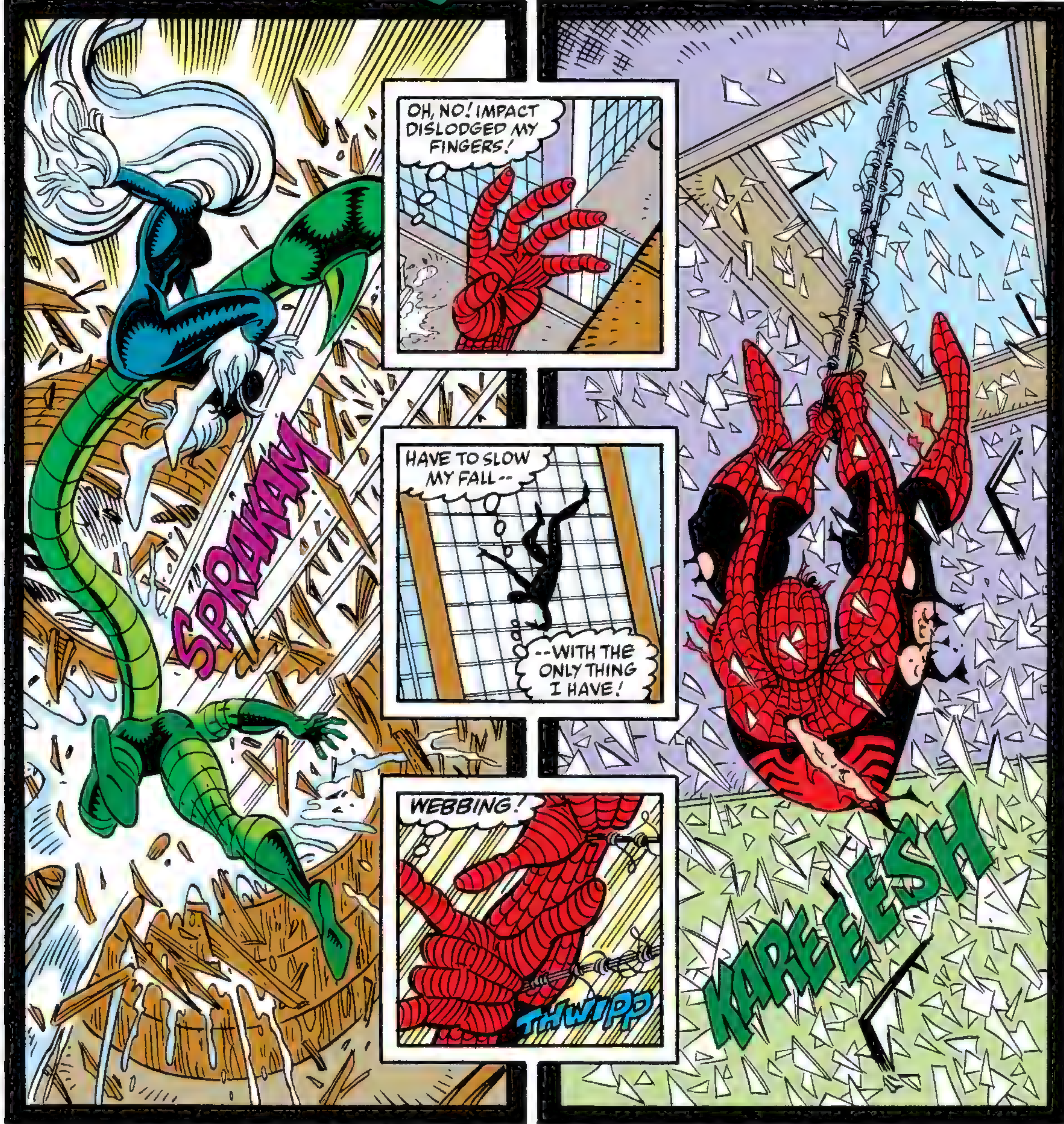
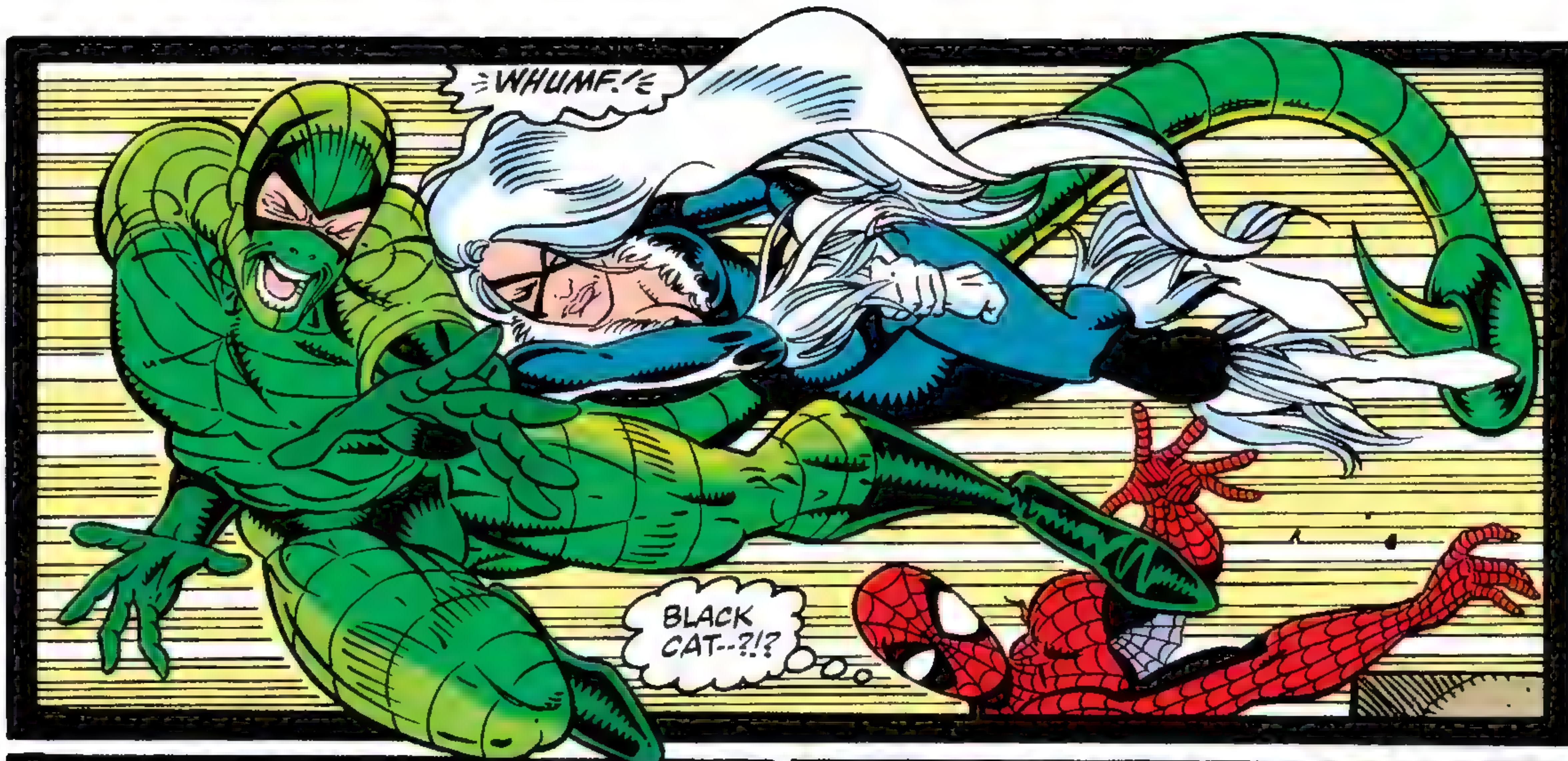
"TURNER?!"

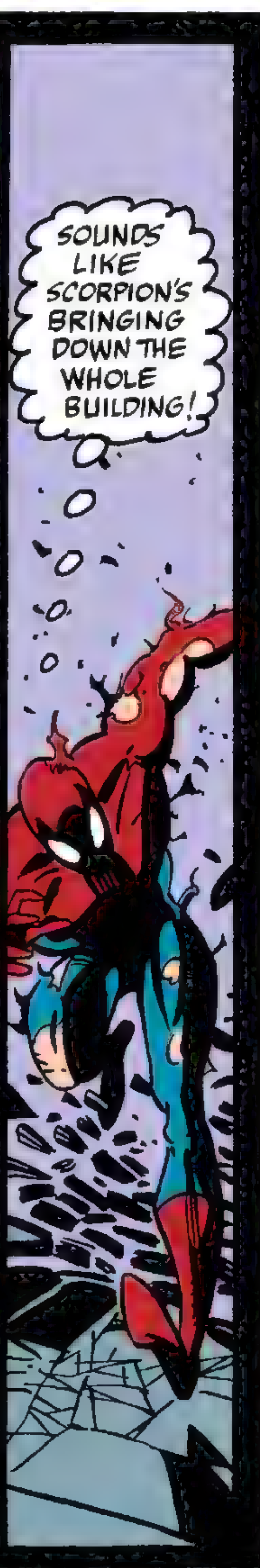
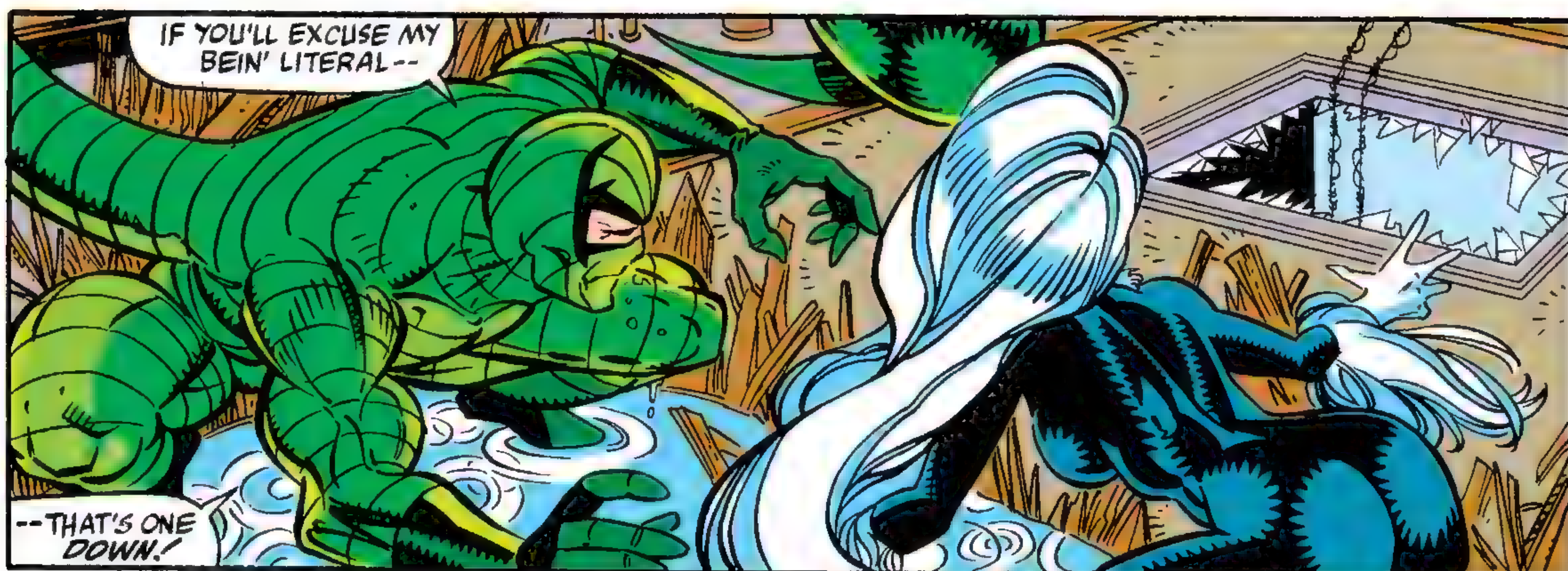
THAT
CINCHES
IT! THIS
IS NO
COINCIDENCE!

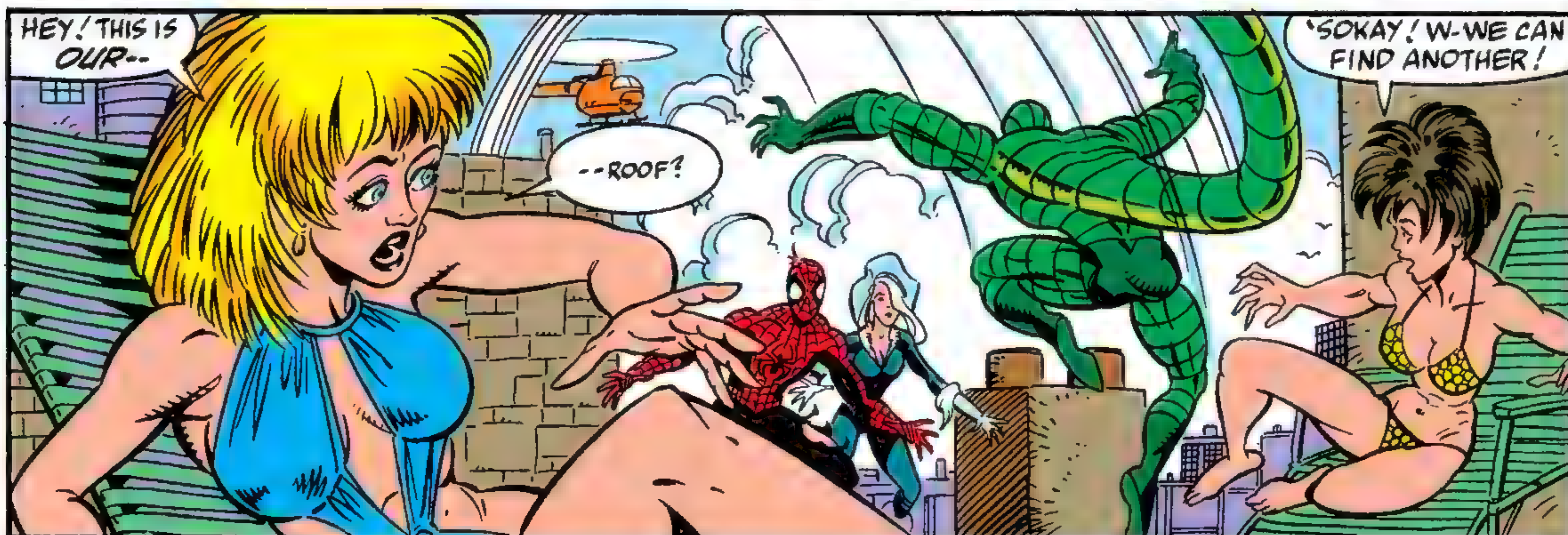
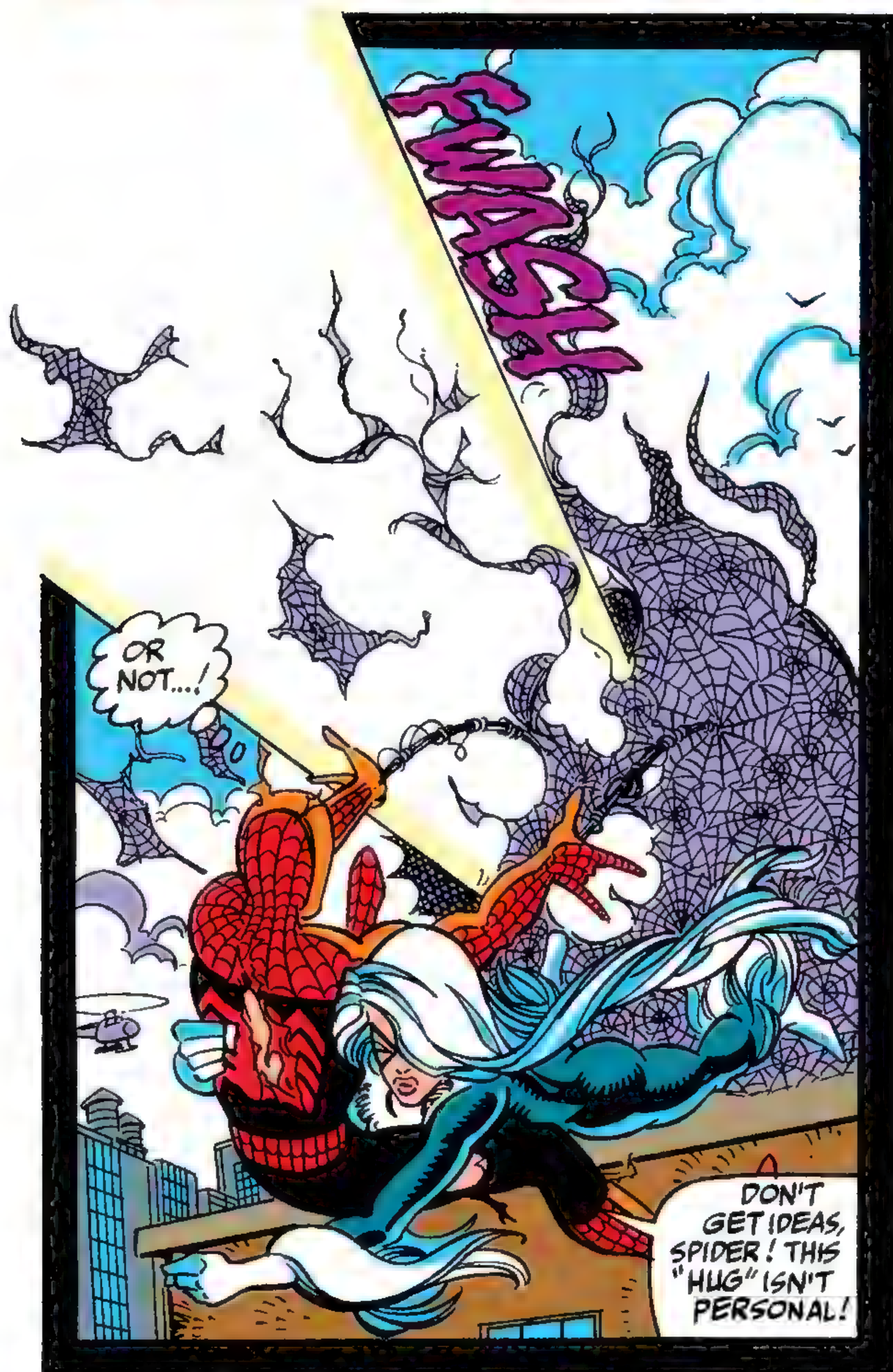
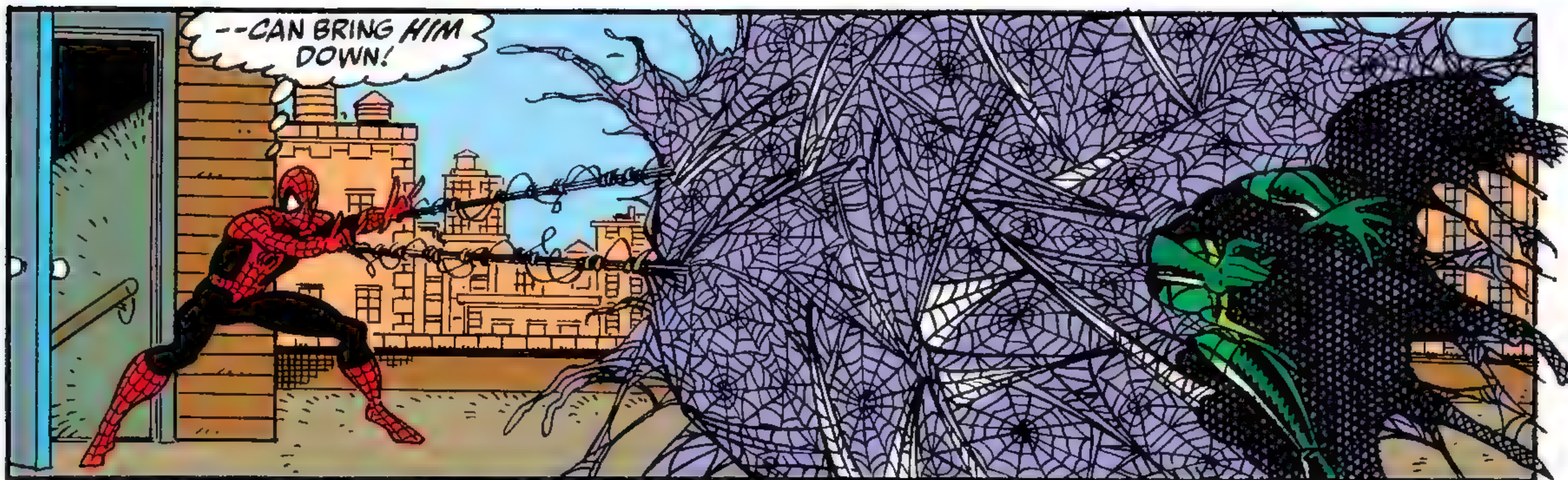
NOT THAT
I'LL *LIVE*
LONG ENOUGH
TO--

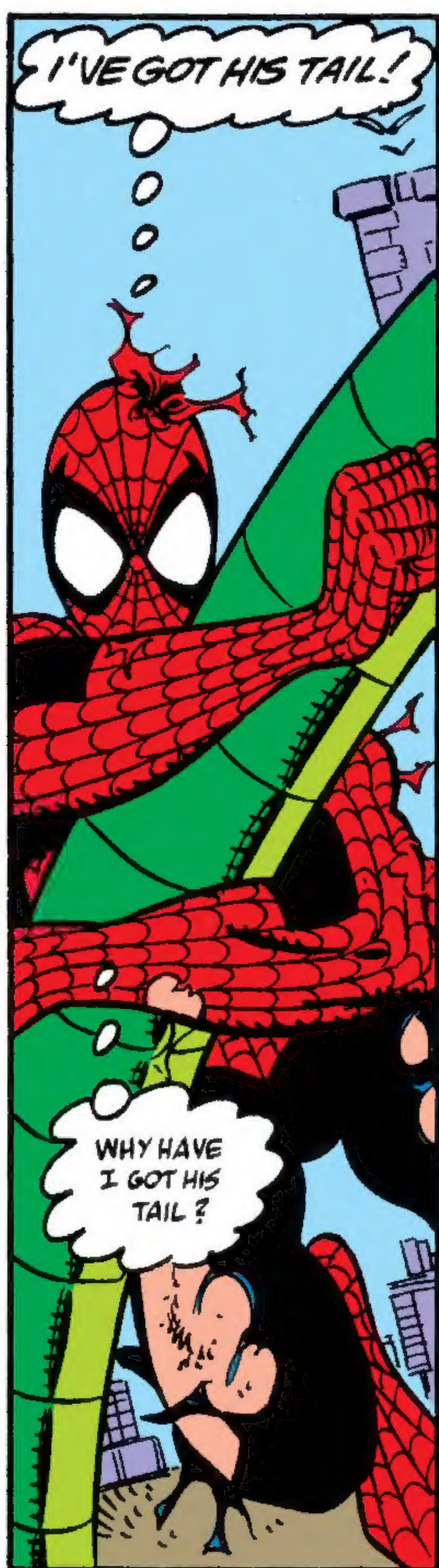
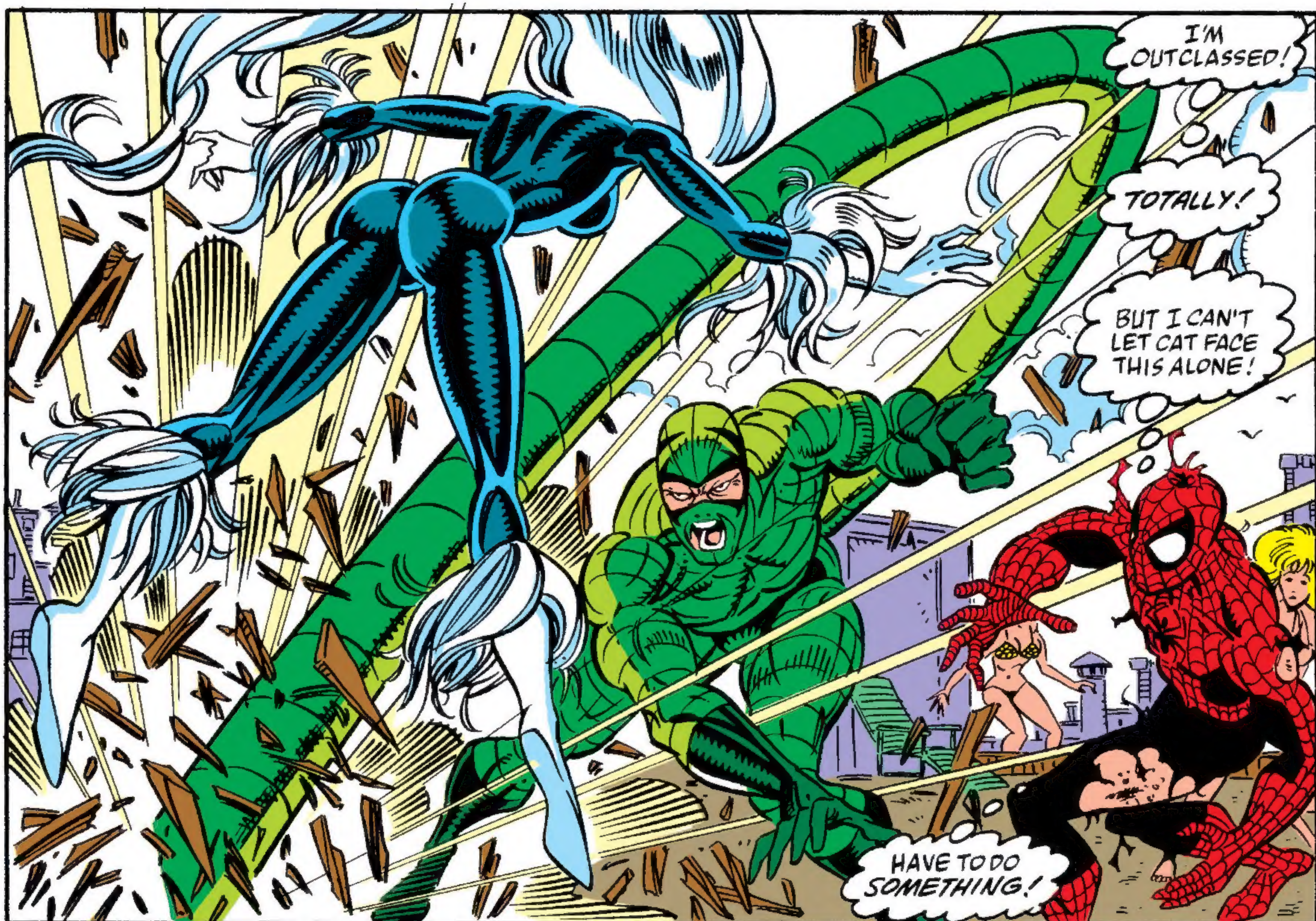


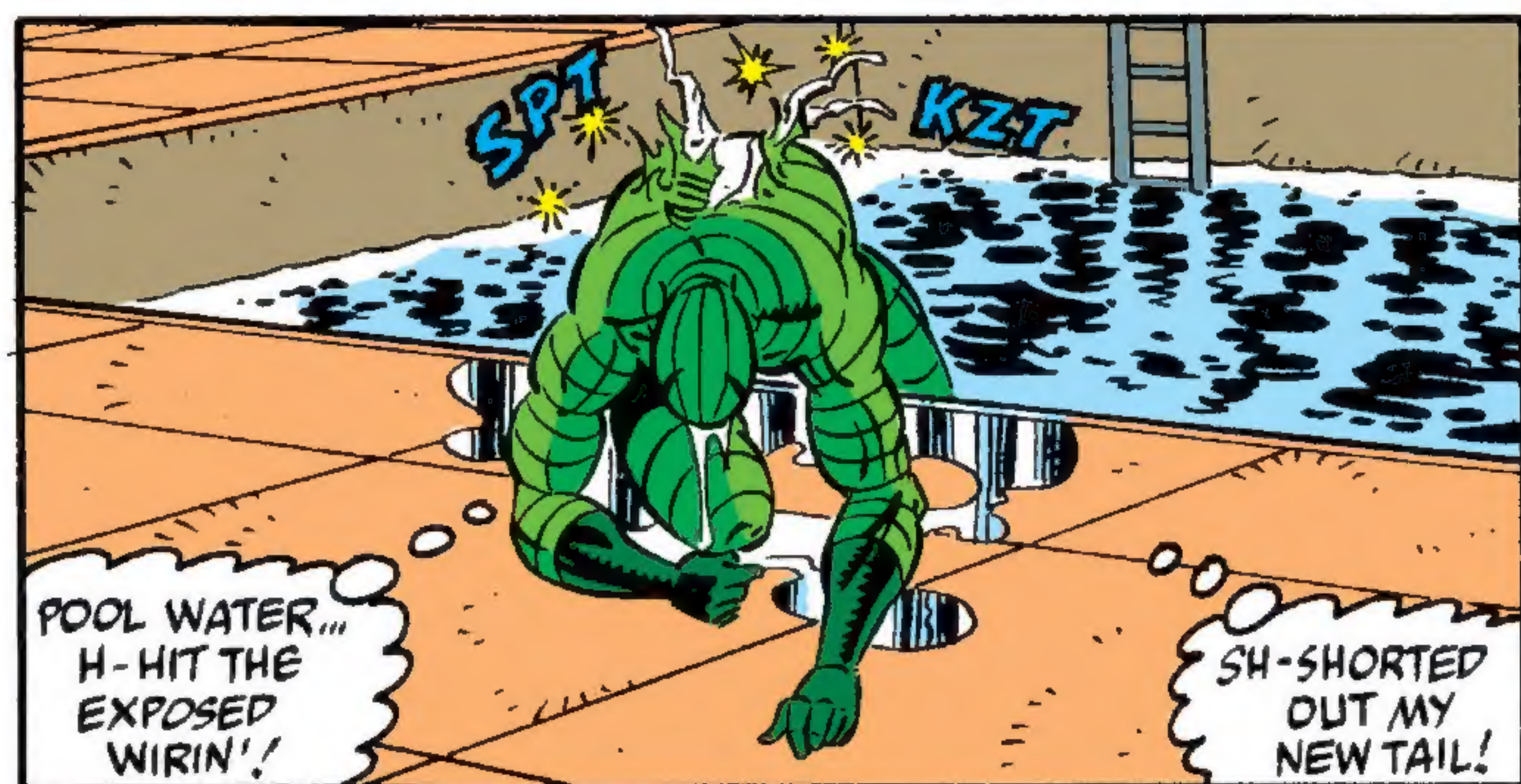
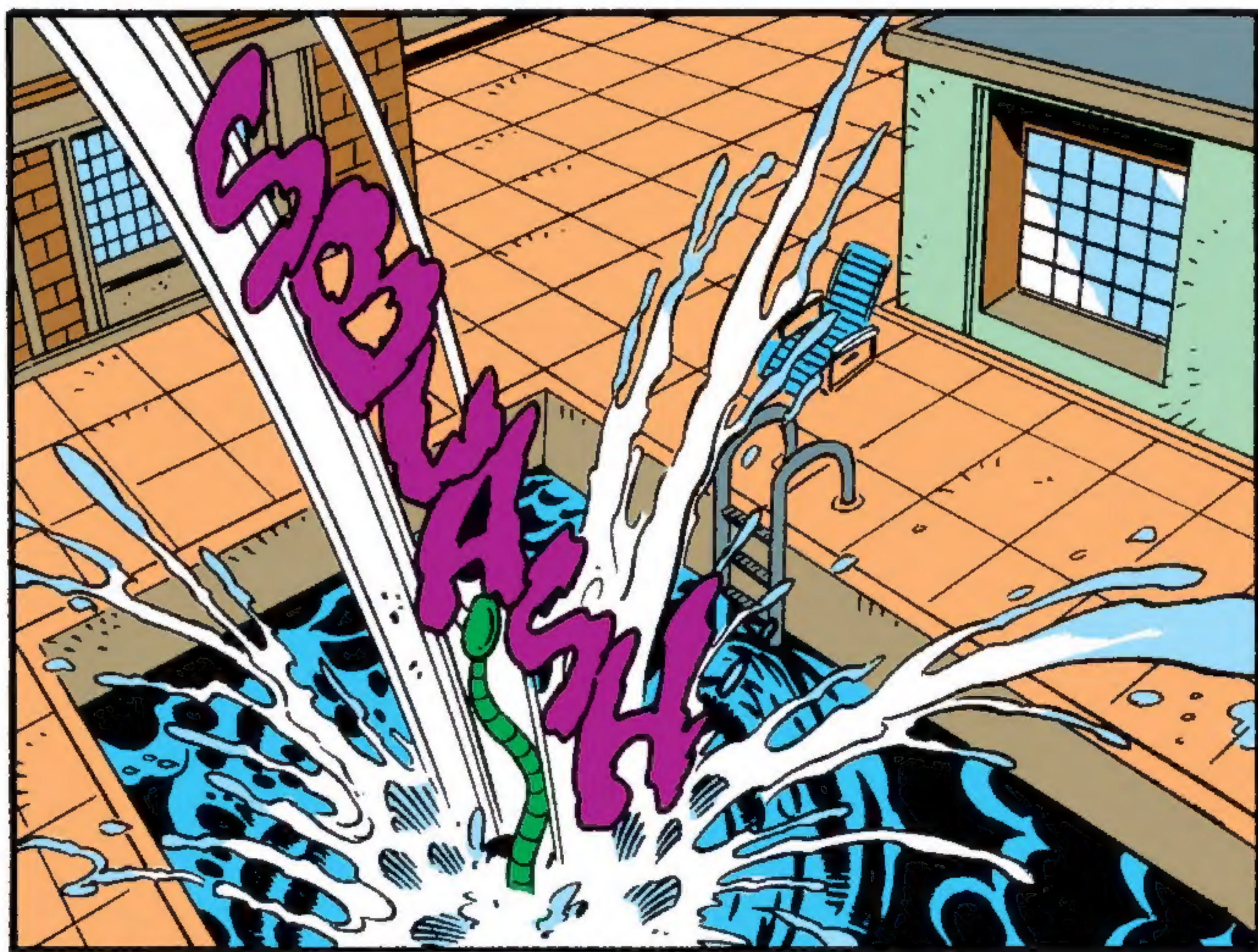
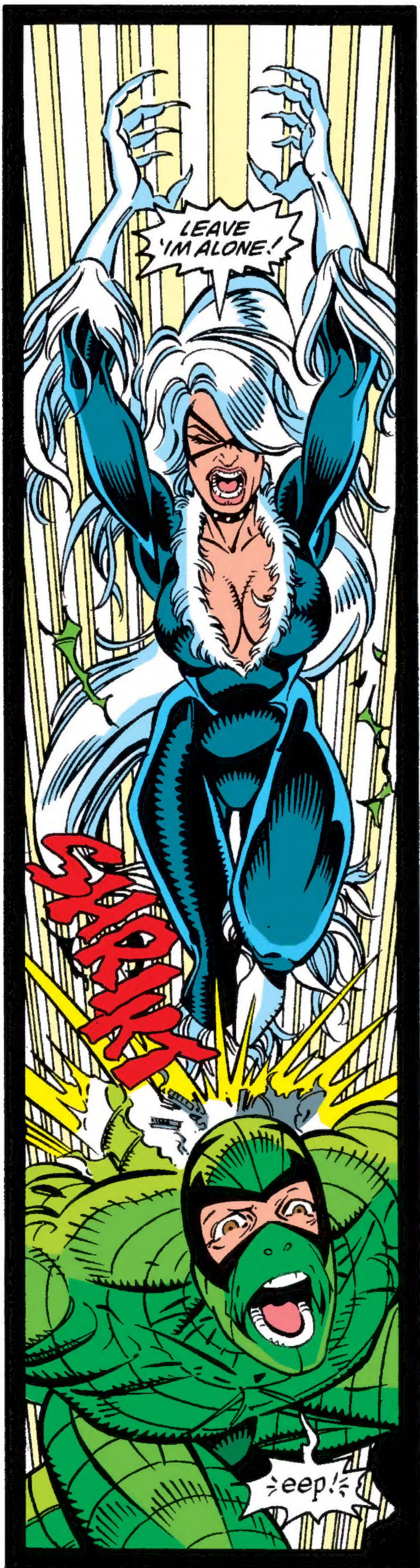


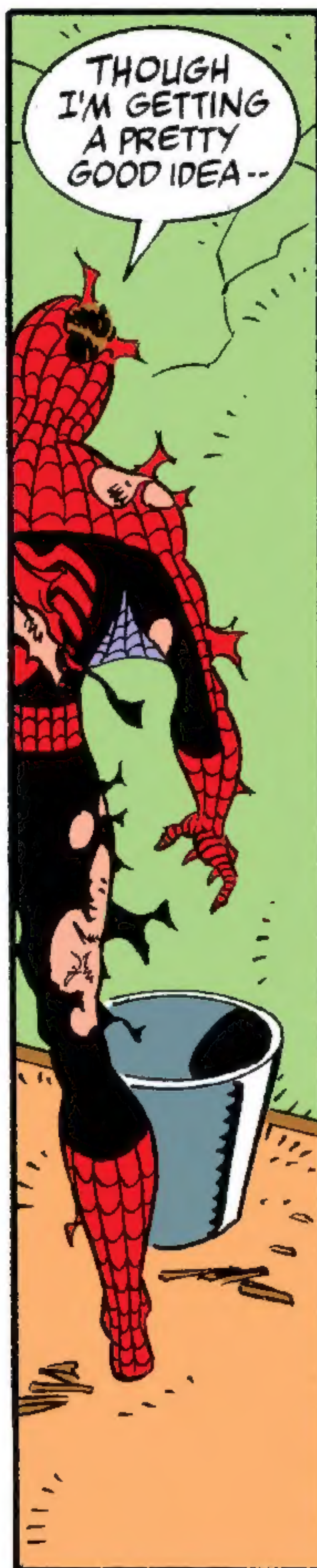
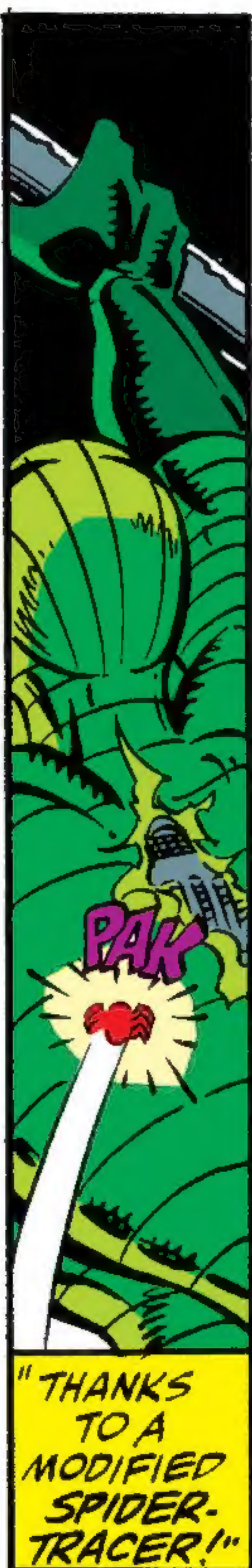
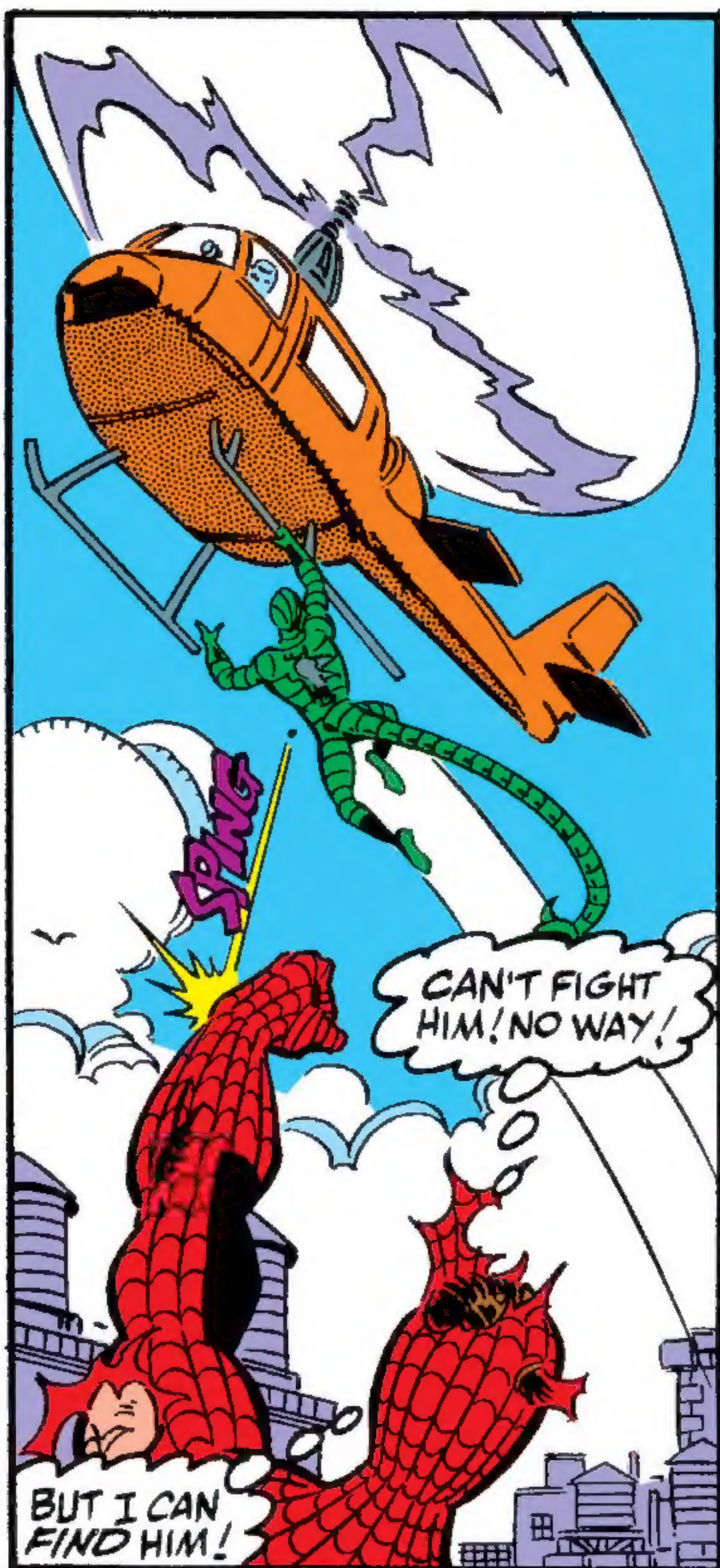












NEXT ISSUE:
DR. TURNER... TURNS!



Shadowcat

